

SPAWN

Screenplay by

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FADE IN:

1 INT. COMMUNICATIONS TOWER - NIGHT 1

We are TIGHT ON an AK-830, a futuristic personal missile launcher. The glistening magnificence of blue and black steel formed into a single fluid instrument of death.

Strong, steady hands assemble sections of the AK-830. Support brackets and infrared target-triangulators snap-lock into place. Tiny readouts display weapons system status.

A black gloved finger presses a VR interlock switch. A night-vision VR HELMET is lowered onto the user's head. We only catch a quick glimpse of an attractive, determined African-American man in his early thirties.

2 USER'S POV - HELMET'S VR DISPLAY - NIGHT 2

We see a murky infrared/nightvision image of the scene come up from black. An indicator reads "aligning" as a three dimensional VR representation of the airport and surrounding landscape comes up sharply, superimposed over the image, and locks in place. The distant Control Tower, hangars, runways, and other buildings are identified with hovering icons. Targeting and weapons status runs in small floating boxes.

Our vision settles on an airliner as it taxis in. The airliner is identified as a "primary target".

3 EXT. AIRPORT - HONG KONG - NIGHT 3

The large jet taxis toward an area of private hangars.

4 INT. COMMUNICATIONS TOWER - NIGHT 4

We're again tight on the ominous beauty of the AK-830 as it rises with ease in the sure hands of its owner. Levels evenly.

5 VR DISPLAY - NIGHT 5

The jet reaches a hangar and is met by several men identified by their VR avatars. All are enunciated for targeting purposes and identified by floating symbols. Multiple target acquisition indicators blink "ready".

6 EXT. AIRPORT HANGAR - NIGHT 6

Several men wait outside the hangar for the plane's arrival. A limousine with bodyguards sits idling.

(CONTINUED)

- 6 CONTINUED: 6
- Two bodyguards emerge from the plane carefully surveying the scene. A man of obvious importance steps out of the plane and is greeted from below. The man smiles and waves. Others follow him down the ramp.
- 7 VR DISPLAY - NIGHT 7
- The man on the ramp, his VR avatar superimposed, slowly descends. A subwindow appears in which the man is magnified and identified as "Josef As-Amifar". He is enunciated as "primary". The subwindow disappears and VR targeting crosshairs rotate into position affirming target lock.
- A sweep of the entire image is made. An indicator specifies that the "kill zone clear" and an "optimum" signal beeps.
- 8 INT. COMMUNICATIONS TOWER - NIGHT 8
- The Assassin pulls the trigger on the AK-830. From its dark maw comes a single self-propelled projectile that shatters through the communication tower's glass window as it accelerates toward its purpose.
- 9 EXT. HANGAR - NIGHT 9
- Heads at the hangar turn in shock as they see the rocket.
- We are suddenly tight on the face of an old man working on a cargo dock between the communications tower and hangar as he watches the rocket. His hard and coldly mystical eyes register dismay but no surprise. The projectile is on target and instantly separates into four individual and autonomous missiles, much like a MIRV. The four contrails arc across the sky.
- 10 VR DISPLAY - NIGHT 10
- The four missiles peel away from one another toward their brightly enunciated targets. The plane, and the primary and secondary targets are all obliterated on the three dimensional VR landscape. The screen flashes "target eliminated" then goes black.
- 11 INT. COMMUNICATIONS TOWER - NIGHT 11
- AL SIMMONS removes the helmet. He's African-American, thirty-three, and a hard-eyed, intense professional. Highly disciplined. The reflection of destruction rings his dark irises. No emotion registers. He's done this before. Many times.
- Simmons sets an explosive charge on the launcher that begins counting down. He quickly removes his black-op coveralls

(CONTINUED)

11 CONTINUED:

11

revealing a businessman's suit underneath and grabs a briefcase. He hesitates one moment to look back at the flames. He registers a hint of disgust at what he has just done.

Simmons exits past three dispatched security men sprawled in the room, destroyed communications equipment, and other signs of a violent entry. Moments later the entire room erupts in flame. FADE TO BLACK.

FADE UP TO:

12 EXT. EVERETT ELEMENTARY - DAY

12

We see a five year old LITTLE BOY in camouflage pants, holding up a G.I. Joe torso in one hand and two small arms, one holding a tiny machine gun, in the other, trying to fix it.

A shadow looms over the boy and he looks up startled. We see Simmons, in his suit, concerned, looking for someone. Several kindergartners romp across the playground as parents arrive to pick up their children. School's out for the day.

LITTLE BOY (OS)

Can you fix my soldier...?

Simmons turns, looks down and sees the boy holding up the disabled toy.

SIMMONS

Well, uh...

Simmons, more than a little uncomfortable in the role of doll-doctor, takes the toy and tries to reattach the plastic limbs. Harder than it looks. The Little Boy gives Simmons a worried look.

LITTLE BOY

Is it okay?

SIMMONS

(struggles valiantly)

This isn't exactly my specialty.

A striking Nubian beauty, thirty, intelligent, soulful, statuesque, with a soft briefcase in her hand, walks up and watches Simmons' efforts with quiet amusement and a touch of warmth. This is WANDA BLAKE. Kindergarten teacher and girlfriend of Al Simmons.

(CONTINUED)

WANDA
(off Simmons' remark)
I'll say.

Simmons looks up and smiles. He successfully pops the limbs back into place and offers G.I. Joe to the Little Boy. The Little Boy beams, takes back the G.I. Joe, and runs off.

Simmons crosses to Wanda with eyes appraising her every tantalizing curve.

SIMMONS
And just what is my specialty?

WANDA
It certainly isn't being on time.

SIMMONS
(head bowed)
Forgive me, my queen.

Wanda laughs and playfully slaps Simmons' head. They embrace and kiss as two nearby children giggle. The pure love between Wanda and Simmons is unquestionable.

SIMMONS
Whattaya say we go do a little homework.

Wanda smiles mischievously and with arms around one another, Wanda and Simmons cross the playground toward Simmons' parked sedan.

The Little Boy, standing near the swings, scrutinizes his G.I. Joe more closely. He looks over towards Simmons getting into his car.

LITTLE BOY
Hey, you put his arms on backwards!

A cackling laugh is the boy's only response and he whirls with a frightened look.

Some distance away we see a short, corpulent silhouette, call him CLOWN, laughing atop a slowly rotating wood and steel runaround.

From Clown's POV we see the boy and, in the distance, Simmons departing.

CLOWN (OS)
... backwards... heh heh heh... that's
good... heh heh heh... that's very
good...

13 INT. SIMMONS' HOUSE - MASTER BEDROOM - DUSK

13

Simmons and Wanda live in an older house in the suburbs. It has a hip contemporary feeling.

We hear the shower running and Wanda humming as we PAN ACROSS New Year's Eve photos standing in frames on the vanity. Wanda, Simmons, and Simmons' best friend, Terry Fitzgerald, smiling amid streamers and having a good time.

Simmons, dressed in boxers, casually stretches his lean muscles. He turns to the vanity and picks up an unusual pendant attached to a gold chain. He turns it over and it pops open. It's a locket. Just then, the audio from the CNN news update running on the thirty inch inside a wall cabinet catches his attention.

CNN NEWS ANCHOR

(from TV)

... the leader of the Algerian Revolutionary Front, along with 26 civilian members of a secret peace mission, were killed yesterday in a vicious rocket attack...

Simmons watches the flames and aftermath at the all too familiar airport and shakes his head with a tired sad anger.

SIMMONS

Damn...

He looks back at the locket and the photo of himself and Wanda smiling. On the other side is an inscription: Forever.

SIMMONS

(sotto)

It's time for a change baby.

Simmons shuts the locket and slips the chain over his head just as a wire-haired terrier named SPAZ jumps and twirls in the air, a ball in his mouth. Simmons demeanor stays sour for a beat, but he just can't resist.

SIMMONS

Spaz! Ya knucklehead.

Simmons grins like a kid and plays with his dog for several seconds. Spaz loves it and inundates his owner with licks.

WANDA (OS)

Sometimes I think you love that dog more than me.

(CONTINUED)

13 CONTINUED:

13

Simmons turns to see Wanda wrapped in a towel, still wet.

SIMMONS
(mock serious)
I've known him longer.

A towel hits Simmons in the head covering his face. He rips it off in playful anger and looks over towards Wanda. His expression suddenly changing.

SIMMONS
But then again, he doesn't look nearly as good in wet hair.

Simmons reaches up, grabs Wanda, and pulls her towards him.

WANDA
Don't you dare kiss me with that dog all over your face.

Simmons woofs at Wanda and starts to lick her face like a dog ignoring her pleas.

Spaz barks and jumps with excitement before getting covered with Simmons' boxer shorts. As we hear Simmons and Wanda, Spaz twirls in the boxers, his head finally popping out the leg with a quizzical look.

14 INT. A-6 HEADQUARTERS - WYNN'S OFFICE - NIGHT

14

JASW WYNN is smiling as he watches an international news report on his thirty six inch wall monitor showing the familiar operation at the airport. His office has the feel of an upper echelon military officer, but not the top dog.

CLOWN (OS)
North Africa is ready to burn.

Wynn turns and gazes across the office at the squat figure seated in shadow. Clown spins a large globe with his foot.

WYNN
Simmons is the best.

CLOWN
That's all fine and dandy, Doctor Doom, but this five year plan of yours is way too long.

WYNN
This isn't a game we're playing... engineering a biological weapon is an exact science. You want it done right, you do it my way.

(CONTINUED)

14 CONTINUED:

14

Wynn doesn't like dealing with this tasteless cretin but endures it for his own dark reasons

WYNN

(leaning over, deadly serious)
I'm giving you a guarantee. All you have to do is keep certain agencies off my back and make damn sure I get what I've been promised.

CLOWN

(gesturing to surroundings)
Don't worry, Jason baby, we'll make sure you're running this whole place in no time... and after that... when the big cookie crumbles...

(Clown spins globe knocking it to Wynn's feet)
you get it all.

Clown jumps down from the chair, still in shadow.

CLOWN

Just make sure you keep your end of the bargain.

(turning away, then stopping)
Oh yeah. There's one more item on today's "to do" list. We need you to help recruit someone very special for us, your all time favorite killer, Al Simmons.

WYNN

Simmons? He's doing a great job where he is. Why choose him?

CLOWN

"Why" doesn't matter. "How" is what's so much fun.

Wynn can't wait for the day when he can deal with Clown.

15 INT. SIMMONS' HOUSE - KITCHEN - DAY

15

Simmons and Wanda have breakfast in a small nook. A window overlooks the rear yard. Wanda is making some fresh orange juice while Simmons is stealthily making Spaz balance a piece of pancake on his nose. Simmons quickly takes a forkful as Wanda turns and comes towards the table with two glasses of juice.

(CONTINUED)

WANDA

(seductively)

How about you and I head up to the coast
tonight... bottle of champagne...
moonlight walk in the sand...

Wanda stands looking expectantly. Simmons takes a big drink of juice and sadly avoids Wanda's gaze. She knows what this means having seen the look too many times.

WANDA

Al, no... not again.

SIMMONS

I'm sorry.

WANDA

But you just got back.

Wanda crosses her arms and walks to the window. Simmons sets his glass down, obviously unhappy about the turn of events.

SIMMONS

(feeling guilty)

Wanda... there's nothing I'd like to do
more than go away... but...

WANDA

(interrupting, angry)

The job... the job you can never talk
about, the job that takes you away to who
knows where... it's this thing that's
taken over your life.

(concerned)

and I never know when, or if you're
coming back... and it's killing me...
it's killing us.

Simmons is obviously troubled. He gets up and puts his arms around Wanda from behind. She isn't returning the gesture.

SIMMONS

I've been thinking the same thing... I've
decided to get out...

Wanda turns, her eyes flickering with hope.

SIMMONS

I want us to be together... have a
family...

Wanda knows this is a very big change for Simmons to make.

(CONTINUED)

15 CONTINUED: (2)

15

WANDA
(seriously)
Are you sure this is what you want?

SIMMONS
(nods)
It's all I want.

Wanda embraces Simmons with all her heart.

SIMMONS
Just one last piece of business and we
can get down to that Wanda and Al thing.

Wanda gets that look.

SIMMONS
I promise.

WANDA
(heartfelt concern)
Just promise me you'll come back in one
piece.

SIMMONS
Nothing could stop me..

They melt into each other's arms and kiss. It's clear that
Simmons is coming back to Wanda, come hell or high water.

Spaz nervously looks on as Wanda and Simmons kiss, then
sneaks off with a pancake.

16 INT. SIMMONS HOUSE - GARAGE - DAY

16

Wanda gets in her car, a white two-seater convertible. She
closes the car door and is taken aback when she sees a
strange looking Clown air freshener hanging from the mirror
with the inscription "Love and Bandages".

WANDA
Never a dull moment with Al Simmons in
the house.

17 EXT. SIMMONS HOUSE - DRIVEWAY - DAY

17

We see the exterior of the Simmons home. An older house in
the suburbs with a hip contemporary feeling.

TERE FITZGERALD, white, clean-cut, and amiable, leans
against his idling grey sedan sipping coffee and perusing USA
Today. He doesn't seem too happy about what he's reading.

(CONTINUED)

17 CONTINUED:

17

The garage door opens and Wanda backs out. She waves as she slows by Terry.

TERRY

(smiling)

Do me a favor, Wanda -- buy your man a watch.

WANDA

He's on his way out Terry. See you later.

Terry watches her go, then turns as Simmons approaches.

TERRY

(re: Wanda)

Figured she'd be a little more upset.

SIMMONS

I told her this was my last op.

TERRY

What?!

SIMMONS

I'm gonna marry her.

Terry is dumbstruck searching for the right words.

SIMMONS

Not a word about this, you hear.

TERRY

(shrugs)

Did I say something?

Spaz barks as he crosses the lawn to Simmons' feet. Not happy to see his master go. Spaz looks at Simmons with a cocked head.

SIMMONS

Usual routine, okay? Guard Wanda and the house until I get back.

Spaz barks and leaps into the air as Simmons climbs into the sedan. Spaz stands at attention on the lawn and watches the car pull out into the street and away. He strides to the front stoop and lays down to patiently await his master's return.

18 INT. TERRY'S CAR - DAY

18

Simmons sips coffee while Terry drives, keeping one concerned eye on his best friend.

TERRY

Wynn's gonna hit the roof.

(no response from Simmons)

So what are you gonna do?

SIMMONS

I dunno... maybe be an analyst like you.

TERRY

You behind a desk? You gotta be kidding!

SIMMONS

(knows he's right)

It just doesn't feel right anymore.

We're supposed to be making things better not worse.

Terry looks over at the brooding Simmons. Realizes he's serious about all this.

TERRY

Well, one thing's for sure, Wanda's definitely the best thing you got going. She is one fine woman.

Simmons smiles.

TERRY

It's about time one of us got hitched. Besides it'll give me a chance to tell your new inlaws about that wild night in Amsterdam. Now that was some deep nasty.

Simmons smacks Terry in the arm with a smile.

SIMMONS

Don't even think about it.

TERRY

(smiling, rubbing his arm)

Somebody's got to warn'em about you.

They drive for a beat. Terry grabs the paper.

TERRY

(displays USA Today headline)

Did you see this. Algerian terrorists blew up a British airliner.

(CONTINUED)

18 CONTINUED:

18

Simmons scans the paper, the pain shows in his face.

TERRY

Our intelligence turns up wrong and suddenly we've got a bloodbath on our hands. Another Jason Wynn special screws the pooch.

SIMMONS

What do you mean?

TERRY

(a little cautiously)

Well... I've found problems in some of Wynn's field reports.

SIMMONS

(stopping Terry)

What kinds of problems?

TERRY

(almost whispering)

I know you've worked with Wynn for years... something just isn't adding up and for some reason, the field director keeps cutting Wynn slack... I'm gonna stay on Wynn's case and if he turns out to be some kind of psycho renegade, I'm gonna find a way to stop him.

Simmons eyes remain distant as guilt mixes with his smoldering anger.

19 EXT. A-6 HEADQUARTERS - DAY

19

Terry's car approaches a fenced in complex. Various glass and steel buildings cover several acres of manicured landscape. An innocuous hi-tech environment.

Terry's car reaches the main gate. A small sign simply reads: A-6. A guard watches an X-ray scan of the entire car and its occupants from three views. The display identifies and clears them. The gate opens and they enter.

20 INT. A-6 HEADQUARTERS - WYNN'S OFFICE - DAY

20

Simmons enters the office. Wynn calmly glances up from behind his desk as Simmons approaches and throws the newspaper from the car down on Wynn's desk.

SIMMONS

The kill zone was supposed to be clear.

(CONTINUED)

JESSICA CHAPEL, beautiful, cool eyed, sensuous, deadly, is seated nearby on a leather couch. Allure and arrogance wrapped in a stunning and lethal package.

WYNN

An unfortunate, but necessary sacrifice.

SIMMONS

Come on, Jason, a necessary sacrifice that just happens to set off a terrorist bloodbath?

WYNN

(amiable, apologetic)

Listen, Al, I wish things had gone down differently just as much as you do, but the airport op had to happen when it did, the way it did.

SIMMONS

You want somebody filling body bags, send Chapel.

CHAPEL

(to Simmons, faux-coy grin)

You're making me blush.

WYNN

(direct)

I'll send whoever, wherever I want. You follow orders and do your job. Got a problem with that soldier?

SIMMONS

Yessir I do, and I respectfully request a transfer.

CHAPEL

(sits up, surprised)

Yow... what happened to Mister All Star? Break your bat sliding into home?

Chapel smirks with sensuous derision. Simmons meets her gaze straight on. Wynn is genuinely taken aback.

SIMMONS

(stands firm)

Ten years is long enough.

(a beat)

I'm getting married.

(CONTINUED)

WYNN

(realizes with a smirk)

Wanda... should've seen it coming.
We had big plans for you. Invested a lot
of time and energy, and you were worth
it... You love what you do Simmons. A
wife and a white picket fence aren't
going to change that.

Simmons locks eyes with Wynn.

SIMMONS

I've made up my mind.

WYNN

(beat)

Are you sure there's nothing I can do to
change it?

SIMMONS

Absolutely.

Wynn leans back and eyes Simmons for an appraising beat, then
stands, smiles, and offers his hand to Simmons. They shake
like old friends.

WYNN

Congratulations, Al... not sure how we're
going to replace you.

(all business)

I'll sign your transfer... after we've
run this op.

Wynn grabs his remote and hits a button. On the wall mounted
monitor, an image of North Korea and surveillance photos of a
manufacturing facility come up.

WYNN

North Korean biochem weapons plant in
need of disabling.

SIMMONS

(a beat)

Let's get it over with.

21 INT. BIO-CHEM PROCESSING AREA - NIGHT

21

Chemical vats and transfer conduits fill the chamber's vast
dimness. An armed Korean sentry patrols the area. An almost
invisible monofilament wire drops from above. Simmons, in
black op-coveralls, drops down swiftly, silently from above.
Snaps the sentry's neck and moves on.

(CONTINUED)

21 CONTINUED:

21

Simmons moves on stealthily but runs right into another guard who is equally surprised by their meeting. Simmons kicks the gun out of the guard's hand. The guard strikes back with martial arts quickness knocking Simmons backwards. The guard draws a knife and slashes at Simmons who leaps and swing kicks him in the head breaking his neck. Simmons checks for other activity, then continues on.

Simmons enters a large core processing area and sees explosive charges attached to huge tanks labeled "Level 4 Biohazard".

SIMMONS

(into needle mike)

I've got non-sanctioned packages in zone four on what looks like --

Wynn strolls from between the biological weapon storage tanks. Simmons is momentarily stunned by Wynn's presence.

SIMMONS

What the hell's going on?

WYNN

(deadly serious)

Priorities have changed.

SIMMONS

(a beat, horrified)

We cannot detonate these containers. That would release biologicals into the atmosphere and there's a town less than a mile from here.

WYNN

Eight thousand experimental hosts.

SIMMONS

(angry realization)

What are you talking about? I'm not gonna let you do this.

Simmons turns to disarm the charges. Silenced gunfire hits him in the leg and shoulder sending him sprawling. Chapel melts from darkness with smart-gun and laser sights coming to bear.

CHAPEL

Looks like I'm up for a promotion.

Chapel steps close and trains the smart-gun's business end on Simmons' left eye.

(CONTINUED)

SIMMONS
(to Chapel)
You wipe his ass, too.

Chapel kicks Simmons brutally in the head. Knocks him flat to the floor.

SIMMONS
(locks eyes with Wynn)
Is this another necessary sacrifice?!
You knew exactly what was going down all along.

Wynn takes out a silver cigarette case and lights a Dunhill.

WYNN
I do believe he's catching on.
(to Chapel)
Time for Al's big send off.

Chapel engages a special function of her smart-gun, a nozzle emerges, and Chapel sprays a clear flammable gelatin all over Simmons face and body.

WYNN
Enjoy your retirement. Oh, and don't worry about Wanda. We'll take good care of her.

Wynn smiles. Simmons screams.

SIMMONS
(fierce)
Touch her and you're a dead man!

Wynn laughs, stands and takes a deep drag from his cigarette. The ash glows bright red.

WYNN
I really should cut down.

Wynn flicks the cigarette. It flies through the air in slow motion. Simmons strains to swat the cigarette away with his good arm. He manages to hit the cigarette with his gel covered hand. The cigarette hits and sticks to the back of his hand. Nothing but a stream of smoke wafts gently from the cigarette. Simmons relaxes for a split second when suddenly, the cigarette glows red again and the flammable gelatin ignites sending flames racing up Simmons' arm. Simmons flails his arm trying to stop the spread of the flames.

(CONTINUED)

21 CONTINUED: (3)

21

WYNN
See you in Hell.

22 EXT. BIO-CHEM PLANT - NIGHT

22

Wynn and Chapel are moving in the dark wearing biochemical protection suits. Wynn holds a remote detonator. They stop, turn, and close their helmets. Wynn pushes the detonator button. We barely see the biochem plant in the background as it suddenly becomes a fireball, turning night into day.

23 INT. BIO-CHEM AUTO-REPROCESSING AREA - NIGHT

23

Fire and explosions are everywhere. We hear Simmons shriek in pain and barely make out his silhouette rising in the flames. His head, surrounded by fire, rises into frame as he screams

SIMMONS
WAAANNNDDDAAAA!

Simmons exhales his dying breath. We see his standing silhouette collapse, lost in flames, and heel over into the fire's welcoming tendrils. The world shatters in a harsh red flash and becomes...

24 INT. HELL'S GULLET - NIGHT

24

Simmons burnt Hell corpse spirals down a tube of whirling firestorm trailing flame like a meteor. The wail of a billion laughing, screaming, tortured voices roils through the inferno.

25 INT. HELL - NIGHT

25

Simmons' burnt corpse smashes into a lake of hellfire, a landscape of blue and crimson flame. Through curtains of magma-flame, a massive, hulking, godless creature, stories tall, offers peels of concussive laughter. A hint of soulless crimson-yellow eyes fades from view. We see the silhouette of Clown gleefully watching.

Simmons hears a strange grunt and turns towards the source. He sees Wanda's face through the flames. Just as she screams we --

FLASH CUT TO:

26 EXT. EMERGENCY DELIVERANCE CHURCH - ROOFTOP - DAY

26

Simmons' eyes snap open as his scream fades back into his soul's depths. He reacts as if he's on fire. We can only see the barest shadowy hint of his horribly seared features.

(CONTINUED)

Simmons calms down and lies prone on the expansive roof of a former Gothic cathedral turned street mission. Now rundown and long neglected, the cathedral is in the advanced stages of disrepair.

A huge cross stands tall atop the cathedral's steeple. Once white, now grey and weather-beaten, the cross casts a long inverted shadow across Simmons' body. Simmons sucks in a painful breath and slowly rolls onto his side.

A BLACK CAT hisses and arches at Simmons less than a foot away. The cat spits in angry fear and quickly flees across the cathedral's rooftop as Simmons reacts. Pigeons take flight all around Simmons.

A squealing, snorting combination chuckle and guffaw trails across the rooftop along with a smattering of applause. Simmons turns to the source and we finally get to fully see Clown for the first time.

Clown stands at the roof's far end between partially disintegrated gargoyles. He wears grimy, mismatched, undersized thrift shop clothes, and has an eerie and disturbing blue clown's face painted across his wide features. He is surrounded by flies that create an ever present buzz. Sickeningly self-amused and self-involved, Clown is an urban alien laced with malicious perversity. Arrogant, insecure, and emotionally volatile, vermin that sees himself as royalty.

Clown's snorts become snickers as he smiles wide and exposes a dental graveyard of rotten teeth. He licks his lips at Simmons and mutters quickly to himself.

CLOWN

Oooh, Tasty larva. Soon you'll be ready
for some *big* fun.

Clown wrings his hands and scuttles away beyond the spires and gables of the roof.

Simmons thinks he's hallucinating and shakes his head to clear it. He scans the horizon and sees the rooftops and brick walls of a dark urban sprawl. The stench of slums, squalor, and general decay wafts from all directions.

Simmons slowly rises, weaves like a drunk and falls down. Every fiber in his body aches to the core.

He moves clumsily towards the edge of the roof but stops in a half crouch when he realizes that he's dressed like a wino in old tatters. He sees his scorch-scarred hands and his face becomes horrified. Simmons stares at his runneled flesh for

(CONTINUED)

26 CONTINUED: (2)

26

a beat before cautiously fingering his hideously charred face. His hands shake.

SIMMONS

What the hell?!

27 EXT. CHURCH - ALLEYWAY - DAY

27

Simmons climbs down a decrepit fire escape, drops to the alley floor, and falls against some trash cans. The shadowy alleyway is one of many that twist and weave through this downtrodden area.

Simmons crawls forward and stares at himself in a stagnant puddle. We get our first clear look at Simmons' burnt face. Covered with grotesquely healed burn wounds, he is unrecognizable.

Simmons realizes that he's not just burned but... altered. He's physically larger than before. Even his voice is more forbidding. Simmons closes his hands into fists as his raw anger swells.

A foot, wearing a worn down sneaker, splashes into the puddle.

ZACK WEBB, a wiry, self-reliant ten year old AmerAsian, stands over Simmons in grubby layers. The uniform of the homeless.

ZACK

Hey, mister, you don't look so good.

Simmons staggers weakly to his feet. Zack helps to steady him. Simmons brushes the boy away.

Zack produces a half empty bottle of Pepsi from inside his coat. Offers it to Simmons.

ZACK

You thirsty?

SIMMONS

Get lost kid.

Simmons slaps the bottle from Zack's grasp. An ancient hand snatches the tumbling bottle out of midair with startling precision and swiftness.

NICHOLAS COGLIOSTRO stands in partial shadow behind the boy in an overworn olive drab greatcoat circa 1917. Grey-hair, bearded, with harsh angular features, Cogliostro is early sixties, with hard dark eyes and a mysteriously commanding

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presence. Cogliostro's eyes stare at Simmons. The same eyes we saw briefly at the Hong Kong Airport.

SIMMONS

(hard look in his eyes)

What're you looking at, old man?

COGLIOSTRO

You tell me.

Simmons ignores Cogliostro and leans heavily against the alley wall. He feels unusually weak and disoriented. Simmons almost falls. Catches himself.

SIMMONS

(holds his temples, groans)

Where am I?

ZACK

Cannibal country... heart of the Tenderloin. I sleep over there.

Against the walls are piles of rotting, forgotten trash interspersed with the occasional cardboard condo. Homeless men, women and children surviving on what they can scrounge and share. A couple of guys are dumpster diving. Zack indicates his home -- an old refrigerator box with a grubby man passed out alongside.

COGLIOSTRO

This is a holy place where anyone can find sanctuary.

Simmons looks around at the rundown surroundings.

SIMMONS

Yeah, right.

ZACK

I've seen worse faces, mister. My Dad used to work for a mortician.

SIMMONS

(sarcastic)

Thanks kid, I feel much better now.

Simmons pushes away from the wall and shoves by Zack and Cogliostro. He doesn't want to belong here.

Simmons turns and stumbles down the alley.

Simmons staggers weakly through filth and detritus and out onto the street.

28 EXT. STREET - DAY

28

People react in horror at the sight of Simmons. He shoulders into a business woman as she steps out of a shop. The woman screams at the sight of Simmons' face and runs. Simmons reels backward across a mound of broken crates trying to hide his face.

Cogliostro is suddenly there in front of him. Impossibly swift and silent. He has a battered overcoat in hand and tosses it in Simmons lap. Simmons looks suspiciously at Cogliostro then begrudgingly puts on the overcoat. Pulls the collar up around his scarred face and head.

SIMMONS
(suspicious)
Thanks, old man.

Simmons rises along the wall with some difficulty and starts away. Cogliostro stares at him with eyes cutting deep. Holding Simmons in stark judgement.

COGLIOSTRO
You're welcome to join us... if you choose.

Simmons looks up, then staggers on without looking back. In the middle distance, Simmons weaves, stumbles, but stays on his feet as he enters the decaying city. Things are definitely worse than he remembers. Dirtier, scarier, more police. Simmons vanishes into the busy street. Cogliostro watches after him with a hunter's patient gaze.

29 EXT. RESIDENTIAL NEIGHBORHOOD - DAY

29

Three Girlpunks on rollerblades blow down a street. They are dressed in punk protective gear. One of them pulls out a billy-club and smashes out a surveillance camera. She puts the club back in its sheath.

30 EXT. RESIDENTIAL NEIGHBORHOOD - DAY

30

Simmons stumbles along the sidewalk like a wino as he passes homes in his old neighborhood. It's different, more fences, more secure. He hides from a passing car.

31 EXT. RESIDENTIAL NEIGHBORHOOD - DAY

31

The Girlpunks approach a barrier. One rides a wall and flies over the barrier. The other two duck under it. They continue their mad cruise.

32 EXT. RESIDENTIAL NEIGHBORHOOD - DAY

32

Simmons is even weaker now. Pale and sweaty as he fights to stay conscious, he retches.

One of the Girlpunks spots Simmons and signals to the others.

Simmons stops at a corner and leans against the stop sign. Across the street on the next block is his house.

The Girlpunks descend on Simmons. The club wielding Girlpunk twirls the club through the air to the one who signaled.

Simmons staggers across the street.

The Girlpunk now wielding the club flies towards Simmons and takes a big swing at his legs. The club shatters and splinters.

The Girlpunks all stop in amazement. They can't believe the shattered stump that remains. Simmons teeters then falls to the pavement, more because of his lack of balance than the blow. He turns his angry visage towards the girlpunks.

GIRLPUNK

Let's cruise.

She throws the splintered bat in the air and the Girlpunks take off at full speed.

Simmons gets up slowly and watches the Girlpunks fade in the distance with an angry grumble.

33 EXT. WANDA'S HOUSE - DAY

33

He half-stumbles to the curb in front of his own house -- and stops. Something's wrong. The house looks different. The color is lighter, the landscaping has been changed to include blooming flowers, and there's a sign about security patrols.

SIMMONS

What happened to the house?

Children's laughter comes from behind the house along with kiddie applause. Simmons achingly moves around to the side lawn of the house and stops in the shadow of a tall tree.

34 EXT. WANDA'S HOUSE - BACKYARD - DAY

34

In the backyard, a birthday party is in full swing with balloons, cake, and a clown performing for a group of cheerful youngsters. A banner says "Happy Birthday Cyan".

(CONTINUED)

CYAN is a beautiful five year old girl being cheered as she shatters a pinata and sends candy showering down.

She is lifted high with hugs and kisses by her parents, Wanda and Terry Fitzgerald.

Wanda's hair is different and Terry looks older. They hug their child and each other with a comfortable familial warmth.

CYAN

I wanna do that again, Mommy.

WANDA

I don't think so, sweetie. It took Daddy a week just to make that one.

CYAN

(to Terry)

Daddy, you should've bought it at the store!

TERRY

(raised eyebrow at Wanda)

That's what I told Mommy.

WANDA

But then it wouldn't be special, would it?

CYAN

(nods)

Thanks, Daddy.

Cyan gives Terry a loving hug. All a father ever needs.

TERRY

Your welcome, sweetheart. Now, go get some candy.

Cyan happily rushes off to gather sweets with her friends.

WANDA

Help me get more lemonade for the troops?

TERRY

Your wish is my command.

Wanda playfully slaps his rump as they head into the house.

35 EXT. WANDA'S HOUSE - DAY

35

Simmons can't believe what he's seeing. His life, his world, everything he's known and trusted is now shattered. Wanda and Terry are clearly a loving and content married couple with a beautiful daughter.

Simmons watches Wanda and Terry kiss with comfortable familiarity. They walk, with arms around each other's waist, to the rear screen door of his house.

SIMMONS
(quakes, weak)
This can't be?!

Pain rips through Simmons' torso amplifying his severe weakness. He takes a ragged breath and tumbles face first onto the grass.

SIMMONS
(shattered)
Wanda and Terry?!

Spaz, Simmons' wire-haired terrier, also years older, sees Simmons fall and trots over from the rear deck. He sniffs the downed man, immediately recognizes him as his master, and licks his face with joy.

Spaz barks, jumps in a circle, then rushes off and retrieves a tennis ball from the deck. Brings it back quickly and drops it beside Simmons' semi-conscious face ready to play.

Cyan looks up from her candy gathering and sees Simmons lying in the distance. Instantly transfixed, she leaves the backyard for the side lawn and steps close to the downed stranger.

Simmons fights against burning agony and reaches out to Spaz. He hears Cyan approaching and manages to pull his collar up to hide his face. His pain momentarily subsides as he sees Cyan smiling at him with genuine charm and innocence. She isn't repulsed or afraid in the least.

CYAN
Wanna Tootsie Roll?

Cyan crouches down and offers the candy. Simmons turns himself painfully, still trying to hide his face. Wanda comes around the side of the house searching for Cyan. She breaks into a terrified sprint when she sees her daughter with the huddled derelict.

(CONTINUED)

WANDA

Cyan!

Wanda grabs Cyan away from Simmons and backpedals in horror. Simmons turns and gapes at the woman whose love has kept him alive. Momentarily speechless, he lets go of his collar unknowingly showing his burnt face. Wanda gasps in a nauseated breath as she catches sight of Simmons' repugnant unrecognizable countenance.

WANDA

(to Cyan)

What did I tell you about talking to strangers?

Simmons manages to crawl a few feet. He reaches his char-scarred hand out and touches Wanda, his face near hers, his voice an exhausted, pain-filled whisper.

SIMMONS

Wanda...

Wanda turns and sees the burned visage. She screams in fright and pulls away with Cyan in tow. Simmons is crushed by Wanda's repulsion and naked rejection. To see the woman he loves shrink away from him in horror. A tremendous pain washes over him and his hand drops. He tries to cover his face as he collapses on the ground.

Terry rushes over and places himself between Wanda and Cyan and this crumpled human being kneeling on their lawn.

TERRY

(to Wanda)

What's going on? You okay?

WANDA

(nods)

I looked up... and saw Cyan...

Terry turns back to Simmons.

Simmons struggles to right himself, grabs his stomach and grunts in pain all the while trying to cover his face. Every movement brings sparks of pain. Wanda glances at the stranger and just catches a glimpse of his eyes as she senses something familiar.

Simmons tries one last time to hold her gaze but sees her turn away from him with revulsion.

(CONTINUED)

TERRY

Listen fella, why don't you just get out of here before I call the police.

WANDA

Terry, wait --

Clown approaches quickly, dressed in clean, brilliantly colored circus-clown regalia. We realize that he's been the entertainment at Cyan's birthday party. His beady eyes and overwide smile are filled with bellicose apology.

CLOWN

There's no problem folks. Everything's okay. My friend here lives at a halfway house where I perform regularly. He's my biggest fan, follows me everywhere. A thousand pardons, terrible mistake, hot pokers through my eyes. Hey, nice shoes.

TERRY

Just get him outta here.

CLOWN

He's sorry, I'm sorry. Please, just forget my fee and enjoy the rest of the day with your adorable little girl.

Clown draws flowers from his sleeve and gives them to Cyan. Then pulls a balloon, bearing his face, from inside his jacket. The balloon inflates by itself in his hand and floats at the end of a blue ribbon that he presents with a mannered flourish and formal bow.

CLOWN

For you, my dear, a happy birthday and many more. Now, me and my barbecued companion bid you, adieu.

Clown pulls the delirious Simmons to his feet with astonishing ease and bum-rushes him toward the street. Steers him quickly around a line of hedges out of view. Spaz barks and tries to follow but Terry grabs the dog's collar.

Wanda and Cyan both watch after Simmons and Clown. Each feels some odd inexplicable intuitive link to the burned man. Especially Cyan.

CYAN

He didn't get his tootsie roll...

(CONTINUED)

35 CONTINUED: (3)

35

WANDA
He knew my name, Terry.

TERRY
(a beat)
Are you sure?

Wanda nods. Terry doesn't like the sound of this.

CYAN
That clown had funny eyes, Daddy. I
didn't like him.

TERRY
(to Wanda)
Let's get the kids inside.

Terry ushers his family into the backyard and directs all the children into the house.

36 EXT. PICK-QUICK FOOD MART - DUSK

36

Clown exits carrying a super frosty and a box of doughnuts. Simmons sits in a heap against a bank of telephones. People keep their distance.

CLOWN
I just love the chocolate sprinkles?

Clown stuffs his face and rips off the clown costume. His old, grimy duds are underneath.

CLOWN
(grins)
That's better.

Clown drags Simmons to his feet and shoves him forward.

CLOWN
Here, try a jelly-filled powdered. It'll
make a new man outta you.

Clown bursts into spewing guffaws sending half-chewed crumbs flying as they walk. Simmons is a groaning zombie as he stumbles along with Clown guiding him. He sweats heavily and now the scorch-scarred flesh along his face and hands appears translucent. Simmons entire body is on fire, it itches, feels like it's about to burst. Simmons eyes Clown's ghoulish and smelly outfit and tries to push him away.

(CONTINUED)

36 CONTINUED:

36

SIMMONS
(weak, pained)
Get away from me you freak.

Simmons staggers away from the storefront and around the corner of the building. Clown follows.

37 EXT. BACK OF PICK-QUICK - DUSK

37

Simmons breathes shallow as he leans against the wall. Clown comes around the corner, polishes off a sweet cake, and washes it down sloppily with the super frosty. Simmons is in an emotional tailspin. The itching is unbearable and the pain in his gut intensifies once more and he nearly collapses.

SIMMONS
(weak, pained)
Feels like my skin's about to explode...

CLOWN
(hyena laugh)
Aww, is da widdle poo-poo sicky? Don't worry pal'ly, you're about to pupate. That's just your armor going through the larval stage and, oh baby, is it ever gonna hurt.

Simmons startles as the pain hits him again and he nearly buckles.

SIMMONS
(barely audible)
Just get me to a hospital.

CLOWN
(laughs)
A hospital! Heh heh heh! You're dead, pushing up daisies, taking a dirt-nap. Five years in cold storage has turned that pretty little brain of yours into mush. Allow me to kickstart your memory.

Clown tosses aside his trash and suddenly grabs hold of Simmons' butt. Simmons gasps as Clown's eyes become beady pinpoints filled with soulless glee and a flash of green energy consumes the two as we --

FLASH CUT TO:

38 INT. BIO-CHEM WEAPONS PLANT - NIGHT 38

Simmons' face comes into frame surrounded by fire. FLASH OF FLAME.

39 INT. HELL'S GULLET - NIGHT 39

Simmons' burnt Hell corpse is a flaming meteor falling toward an ocean of screaming flame. FLASH OF FLAME.

40 INT. HELL - NIGHT 40

Simmons' burnt corpse stands over a pool of viral necroplasm.

SIMMONS
(a ferocious roar)
Yes!! I'll do it!!

We hear a thunderous laugh as we see Simmons' burnt corpse receive the viral necroplasm.

A godless roar of approval and adoration rises from Hell's assembled army.

SIMMONS
(emotional pain)
... anything for Wanda...

Through walls of flame, we see the gigantic malevolent countenance. Pure evil stretched into malignant bone and diseased flesh -- mocking pupilless eyes the color of fouled blood and infected urine. MALEBOLGIA grins then turns with dire intent.

Clown stands nearby watching with naked envy.

CLOWN
(sotto, jealous)
It should be me... not some pussywhipped twit.

Clown suddenly reacts in fear as a giant hand lifts him high into the air. The taloned fingers threaten to curl into a fist and turn Clown into a pulpy smear.

CLOWN
(gasping)
Don't worry boss, I'm with the program.
I'll be there to keep him on track. I promise.

A million laughing, screeching, keening, voices rise as we --

FLASH CUT BACK TO:

41 EXT. BACK OF PICK-QUICK - NIGHT

41

Clown releases his grip. Simmons falls heavily against the near brick wall panting. Clown eases forward. His shadow grows and consumes Simmons.

CLOWN

For reasons known only to himself,
Malebolgia decided to overlook his most
loyal and brutal lieutenant, namely me,
and chose you to be the General of the
Army of Hell -- ain't that a kick in the
'nads -- and being the ambitious type,
you signed on the dotted line.

SIMMONS

(shaking his head)
I'll do anything for Wanda.

CLOWN

No kiddin'. Anyway, it took five years
to get the earth ready for your
arrival... you know death and destruction
on every corner. Who knew that in the
meantime, Wanda'd marry your best friend?

Clown gives Simmons a sly look.

SIMMONS

Screw you. This is all some sadistic
game of Wynn's... and when I find him,
he's gonna wish he'd killed me when he
had the chance.

CLOWN

(raw sarcasm)
Hey, beef jerky for brains, Wynn works
for me. I push the buttons. He killed
you because I told him to.

Simmons is trying to get up.

CLOWN

But hey, we can forget all that, cause
we're workin' together now. You can
think of me as your guardian angel... the
clown from Hell!

Simmons tries to stumble away.

CLOWN

Hey, where are you going? Still don't
get it do you? Maybe we'll just have to
dig a little deeper.

(CONTINUED)

41 CONTINUED:

41

Clown grabs Simmons' by the back and another flash of green energy consumes them as we...

FLASH CUT TO:

42 EXT. GRAVEYARD - NIGHT

42

A brutal dagger is lifted into the night sky by two hands. Punk #1 stands with his eyes closed holding the dagger. He opens his eyes.

PUNK #1

(raspy, imperious voice)

Hail Satan! Lord of all that we see. In the names of Lucifer, Belial, and Leviathan, I command the forces of Darkness to bestow their powers upon me!

He stabs the dagger downward into a skull resting on a graffiti covered gravestone, his altar. Punk #1 is the leader of a trio of heavy metal punks who are partying, Church of Satan style. Bad ass teenagers with forty ounces in hand.

Punk #2, a short wimpy smartass, takes another pull on his bottle. He's seen it all before.

PUNK #2

Like Satan gives a crap.

Punk #1 turns with an angry look on his face and grabs Punk #2 pushing him down against a gravestone. He places the fearsome blade against Punk #2's throat and pours beer on his head.

PUNK #1

I call upon the Dark Lord to devour the wretched soul of this sorry excuse.

Punk #3, an overweight bully, laughs as he urinates against another gravestone. Punk #2 reaches up to protect his head.

PUNK #2

Knock it off.

Punk #1 laughs meanly as heat lightning suddenly flashes overhead casting harsh shadows off the gravestones. Punk #1 pulls back his blade with a flourish, stands and nods his head knowingly with a smile, as Punk #2 reacts in fear.

(CONTINUED)

PUNK #3
 (flashing horned hand sign)
 Yeaahh!!!

Punk #1 notices some activity across the graveyard and motions to the other two.

PUNK #1
 (whispering harshly)
 Shuttup!

The other punks look at Punk #1, then in the direction he is looking. A look of surprise comes across their faces.

PUNK #1
 (smiling brutally)
 Lucifer has sent us a little gift.

Punk #1 motions for them to follow him. Punk #3 grins and rubs his hands in anticipation as they all slink off between the gravestones.

43 EXT. SIMMONS' GRAVE - NIGHT

43

Simmons and Clown stand above a grey stone marker. The stone simply reads: "ALLAN SIMMONS".

SIMMONS
 What's this?

CLOWN
 Hmm, let's see, I don't know... could it be -- your grave!

Simmons just pants and shakes his head in disbelief. Clown shoves Simmons onto the grave.

CLOWN
 It doesn't get any deader and buried than this.

Clown starts laughing uncontrollably as he pulls a macabre shovel, seemingly from his pocket, and tosses it in front of him.

CLOWN
 Now chop-chop pal, your corpse ain't gettin' any fresher.

Simmons is dumbstruck but slowly begins to struggle at digging up the grave becoming more frantic as the coffin becomes exposed. The coffin is somehow near the surface.

(CONTINUED)

Simmons hesitatingly rips into the coffin lid with his bare hands.

Inside is a body bag containing charred remains. Sitting next to it is a neatly folded uniform of an Army Rangers Lt. Colonel with Simmons' silver nameplate on the breast pocket.

Simmons freezes for a long moment, then reaches down carefully into the coffin and tears open the body bag. He finds the bone dry skull and the gold locket he wore fused to the breast bone.

Unwilling to surrender to this nightmare, Simmons carefully rips the locket and chain loose. Wipes away the black soot and pops it open. Inside, the photo of Simmons and Wanda has been singed around the edges. A scorch mark cuts through the word "Forever".

SIMMONS

(a beat, it sinks in)

NNNOOOOOOO!!

Simmons' scream carries to the clouds and beyond. Lightning flashes and dead leaves whirl and eddy as he thrashes inside his own grave. He knows now. He senses the truth in every fiber of his being.

CLOWN

(rubs the corner of his eyes
with mocking fists, baby-cry)

Aw wee, aw wee. Poor Simmons died and
went to Hell.

Simmons shoves himself toward Clown and is immediately hit by a tidal wave of naked, excruciating pain. He crumples into a fetal ball. Clown licks his fingers and giggles expectantly. Endlessly pleased with himself.

CLOWN

Told ya it was gonna hurt.

Clown starts laughing uncontrollably but suddenly grunts in surprise as he is thrown back against a gravestone and the brutal dagger is shoved against his throat.

PUNK #1

(toothy grin)

I see you're enjoying our little party.

Punk #2 watches nervously as Punk #3 laughs and reaches down to turn Simmons over. He starts to pull at Simmons when Simmons grabs his arm.

(CONTINUED)

SIMMONS
(hideous rasp)
Get your hands off me.

Punk #3 pulls a gun.

PUNK #3
Shuddup or I'll blow out your brains.

Simmon's eyes are a menacing yellow-green as he knocks Punk #3's arm away, hard.

PUNK #3
(pissed)
You mother...

As Punk #3 shoots Simmons in the gut. Simmons screams in pain. He rears up and smashes Punk #3 in the teeth catapulting his huge frame through the air and into Punk #1. They go flying into a gravestone. The Punk #2 stands frozen with fear. Simmons is stunned by the merciless force of his punch.

Simmons struggles to get up grabbing at himself trying to find his wound but not finding much of anything.

CLOWN
Don't worry pal, your necroflesh will be
better than dead in no time.

Simmons crumples in agony again as Clown smiles devilishly.

Simmons wails in agony as he is suddenly, savagely transformed. His entire body is slowly overtaken by the dark livery of Hell. Living, pulsing Hellspawn armor viruses across Simmons' hands. Simmons screams as spikes burst out of the backs of his hands. As Simmons groans in pain, we can see the armor pulsing along his body underneath the long jacket, ripping his pants. Spikes and blades burst out of his upper arms and thighs. Simmons howls, moans and fights fruitlessly against the transmutation.

The Punks are like deer caught in headlights. They have suddenly become God fearing Christians.

CLOWN
Come on, stop your whining and be a real
dead man about it.

Simmons' face smashes into frame as he screams and the neuroparasitic armor grows over his face, covering his mouth and eyes, quivering, texturizing, locking itself directly to his nervous system. The armor breathes as he breathes, pulses as he pulses, in system-shock hyperventilation.

(CONTINUED)

Punk #1 is staring open mouthed at Spawn. Clown leans down near Punk #1's head, the brutal blade in his hand, licking his rotted fangs, and dribbling saliva from his chin.

CLOWN
(grins)
Yummy...

The Punks hightail it out of there.

Clown approaches the freshly armored Spawn.

CLOWN
From Spawn-larva to full fledged
Hellspawn in record time. Tell me, was
it as good for you as it was for me?

Weak, gasping, Simmons tries to pry away the slick, wet, hardening armor but it is part of him. Like it or not, he has become SPAWN.

CLOWN
(smacks Spawn's hand)
Uh, uh, don't pick at your armor until it
hardens. You want it to get infected?

SPAWN (SIMMONS)
(gasping)
What... is... this?

CLOWN
It's your armor, numbnuts. Made from the
finest necroplasm this side of Purgatory.

Spawn looks down at himself and shivers. The forbidding armor is dark and ominous. Almost beautiful in the purity of its Evil intent. Spawn stares at his new self still groaning in pain.

CLOWN
Congratulations *Spawn* -- that's your new
name kid -- you are *the* man, the General
of Hell's Army.

Clown walks around Spawn and sniffs at him. Touches the fresh, sticky armor.

CLOWN
(disapproving)
You don't look so special to me.

Clown bends down close to Spawn and grins inches from his eyes. Spawn sits exhausted.

(CONTINUED)

CLOWN

And if it turns out you can't hack it,
then I'll gladly send your worthless
carcass back down to the frying pan. And
this time the carpet Malebolgia rolls out
ain't gonna be no welcome mat...

(sotto)

...not to mention what would happen to my
sorry ass.

Spawn, still weak, turns away refusing to believe any of
this. His eyes glow in anger as he faces his gravestone. He
raises his fist in anger and tries to hit Clown. Clown
artfully dodges as Spawn's fist smashes into his gravestone
splitting it down the middle. Spawn is still startled at the
strength he has.

In a rage Spawn rips a large brass cross off of his
splintered coffin lid and drives it through his newly armored
thigh. Spawn screams and watches as the cross is forced out
of his body. The wound begins healing. Spawn rails at
Heaven.

SPAWN

Aahhhh! If I'm dead, then why does it
hurt so much...

CLOWN

That's just you're armor letting you know
you got a problem. Dead people can still
die ya know? Besides, you wouldn't want
to miss all that painful pleasure would
ya?

SPAWN

(sotto)

Oh god, Wanda... what have I become?

Spawn lifts the locket from the ground with sadness and loss
and holds it near his chest. To his surprise, the armor
surrounds the locket and incorporates it into his chest
placing it where it would normally hang. Spawn collapses on
the ground. Clown is getting very bored.

CLOWN

Alright, enough of this sentimental crap.

Clown grabs Spawn's foot as we...

FLASH CUT BACK TO:

44 EXT. BACK OF PICK QUICK - NIGHT

44

Clown lets go of Spawn's foot and steps on him as he comes around to the other side.

CLOWN

This ain't exactly fun for me either,
bacon face. But hey, remember your A-6
missions? Those were nothing compared to
what's coming. Get ready for the fight
of you afterlife.

(turns to go)

I'll be back when your armor hardens.
Then we can have some big fun.

Clown snorts a guffaw and struts away grinning wide. His teeth are huge and gleaming wet as he does an ugly pirouette, kicks over a stack of garbage cans, and grabs a rotten, maggot covered pizza slice. Whistles, eats, and quickly vanishes out into the street.

Spawn collapses against the wall exhausted. His armored mask peels back revealing his charred necroflesh. Spawn can't see what's happening, he reaches for his face but is too exhausted to care. He tries to rise once more and falls heavily, cracking the cement under his own new three hundred pound weight. Spawn lays there for a moment, then rolls onto his knees, uses the wall for support, and rises slowly to his full impressive, formidable height.

Spawn takes a few tentative steps, staggers, trips on his tattered coat, and crushes a wooden crate. His forearm hits the wall and shatters several bricks. Smiling, Spawn swings and smashes his arm right through the wall. Bricks are pulverized with ease.

SPAWN

(a beat, pleased)

This freak stuff's gonna come in handy.

He gets up, rips his torn clothes off, and starts to stagger off. Runs headlong into Cogliostro who offers a steadying hand.

COGLIOSTRO

Need some help, friend.

SPAWN

Out of my way, old man.

Cogliostro takes Spawn's new look in stride and lets Spawn go watching after him with disappointment and simmering anger. We notice a glint as Cogliostro slips a concealed long-blade back into the shadowed sleeve of his greatcoat.

45 EXT. A-6 COMPLEX - ORDNANCE ANNEX - NIGHT

45

The A-6 compound seems more militaristic and fortified. There are barbed wire fences and the main gate is now reinforced. Automated cameras and sentry lights wash back and forth across the compound's manicured grounds and it is more heavily guarded. Spawn's spectral form moves across the rooftops and landscape reaching the heavy stone annex blockhouse. We see two guards patrolling the annex.

46 INT. ORDNANCE ANNEX - NIGHT

46

The high-grade interlocked security doors open. Spawn enters quickly, dragging the bodies of the two guards. He drops them, shuts the door, and shadows his way to the weapons storage vaults. Spawn rips open specific crates, bins, and canisters containing state-of-art firepower. Cold joy washes over him.

SPAWN

Just like old times.

He checks the weapons out with a familiar smile. He snaps clips into two smart-guns and cocks them.

SPAWN

Time to get reacquainted with an old friend.

Spawn shoulder slings the smart-guns, throws a grenade launcher and ammo bandolier over his shoulder, and grabs enough ammunition to take out a small army.

47 INT. A-6 HEADQUARTERS - WYNN'S OFFICE - NIGHT

47

Jason Wynn is standing in a tailored tux. He is now director of the entire A-6 and it's clear that he has done very well for himself over the past five years. His sleek hi-tech office is furnished with thin flat-panel displays, touchscreens, and a remote controlled situation wall.

The situation wall contains newscasts from different countries showing mayhem around the world.

On one of the screens we see Terry Fitzgerald, acting A-6 spokesman, being interviewed by Nathan Ford.

TERRY

... Director Wynn has been meeting with several world leaders in an attempt to quell the proliferation of global conflict.

(CONTINUED)

Wynn mutes the sound.

WYNN

Fitzgerald may be a spineless bureaucrat,
but he's doing a great PR job for me.

(re: situation Wall)

The world's going to hell in a hand
basket and it's just another story on the
five o'clock news.

CHAPEL (OS)

Like lambs to the slaughter.

Jessica Chapel stands in partial shadow, wearing an updated
version of the black-op coverall... molded black ultra-lite
Kevlar corsetted exo-skin. So beautiful... so deadly. Wynn
faces her and smiles.

WYNN

They won't know what hit them.

Wynn turns to the touchscreen and a bio-matrix comes up on
the Wall. The rotating 3-D molecular structure of a
supervirus code-named: HEAT-16.

WYNN

Look at it, Jess! It's finally ready.
HEAT-16... doesn't second guess, doesn't
get married, doesn't retire... the
perfect assassin, makes Ebola look like a
skin rash. That Korean biochem op really
paid off. We harvested the ultimate
weapon from those diseased bodies.

(holds up a vial)

And only we have the vaccine.

Wynn uses the touchscreen again and we see a map indicating
the viral weapon placements showing their dispersal patterns
over half of the planet.

WYNN

And now we have weapons in place ready to
disperse HEAT-16 over half of this
godforsaken planet. Soon the entire
world will be at my command and anyone
who isn't won't be around to argue.

Wynn turns and shares a smile with Chapel.

TERRY (OS)

Director.

(CONTINUED)

Wynn switches the situation wall back to the newscasts and turns to Terry and smiles. Terry is standing in the office doorway looking smart in his black tux.

WYNN

Speak of the devil... come in Terry.

TERRY

The car's waiting downstairs.

(re: Chapel)

Could we speak for a moment, sir... alone?

WYNN

Of course.

Chapel exits and offers Terry an icy smile as she passes. Just a reminder that she could kill him in a heartbeat if she wanted. Wynn selects a bottle of scotch from a concealed wetbar.

WYNN

I've been meaning to commend you on the way you've handled the media. Those rumors about me were becoming a real headache.

Terry is clearly uncomfortable around Wynn. It takes all his emotional reserve to speak candidly.

TERRY

Thank you.

(pause)

... but I can't keep lying like this. I know we've been running unjustified missions overseas.

Wynn's look hardens as he pours the drinks.

WYNN

(turns, offers)

Drink?

TERRY

No thanks.

WYNN

(drinks)

What's your point, Terry?

TERRY

There's war and anarchy sprouting up all over the world -- and we're not stopping it.

(CONTINUED)

WYNN

We're doing everything we can.

TERRY

That's just not true -- sir.

Wynn turns now and faces Terry with an a hard look in his eyes.

WYNN

Really?

TERRY

(beat, cautious)

Just a hunch, but I want to find out for sure... I need my security access back so that I can check out the field op data.

WYNN

You're not an analyst anymore, Terry.

TERRY

That's no reason to lock me out of the system... unless there's something you don't want me to see.

Wynn takes a drink and then turns the full weight of his sinister gaze on Terry.

WYNN

Your little girl just had a birthday, didn't she?

Terry just stares at Wynn slowly understanding what he is saying.

WYNN

Cyan isn't it? Beautiful name. And Wanda, how is she?

TERRY

(swallows hard)

They're both fine.

WYNN

I'm glad to hear that. Now, Terry, I want you to stop and think for a moment... is this something you want to pursue or is it just some big misunderstanding and all you really want to do is get back to the only job you're any good at... making me look good.

(CONTINUED)

47 CONTINUED: (4)

47

Terry holds Wynn's gaze for a heartbeat and then looks away. Message received. Wynn sets down his glass and strides by Terry toward the door.

WYNN

The car's waiting.

Terry turns after a beat and follows.

48 EXT. STREET - NIGHT

48

Wynn's limo drives past graffiti, police making an arrest, heavily secured storefronts, and other signs of social turmoil. They drive by the Emergency Deliverance Church.

49 EXT. SWISS EMBASSY - NIGHT

49

Wynn's limo is stopped at the gate and allowed to enter the embassy grounds. Wynn emerges with Terry and they enter the embassy.

50 INT. SWISS EMBASSY - BALLROOM - NIGHT

50

A diplomatic black tie affair is in full swing. The leaders of several different governments, revolutionary/terrorist groups, and international crime cartels are present. The Swiss Embassy having been deemed neutral territory.

Wynn arrives. He brushes by Angela, a striking redhead with large Spawn earrings. She gives Wynn a hard look, then turns and leaves. Wynn moves among the foreign leaders and liasons with confident ease. Five years has turned him into a major powerbroker on the world stage. Earned him icy respect among these influential men and women.

A group of AFRICAN LIAISONS drink wine and smile graciously at Wynn's approach.

WYNN

Gentlemen, have you made a decision?

AFRICAN LIAISON #1

Your Heat-16 test was very impressive. Tell me, how do you control delivery of the weapon?

WYNN

The latest in nano-technology. Problem free I assure you. We've already placed orders with several of our allies.

(CONTINUED)

47 CONTINUED: (4)

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(CONTINUED)

AFRICAN LIAISON #2

You're becoming quite a powerful man, Mr. Wynn. Your Consortium will soon rival the U.N.

Wynn smiles and lifts a glass of champagne from a passing tray.

WYNN

I'm just a facilitator... my partners are the beneficiaries.

Wynn turns as Terry approaches with taut concern. Wynn steps away from the Liaisons.

WYNN

What is it?

TERRY

There's been a break-in at A-6, the ordnance annex.

WYNN

Who?

TERRY

We don't know. Chapel's out front with a security detail.

Above, one of the ballroom's vaulted clerestory windows explodes inward as Spawn sails through the glass, face armor down, giant cape trailing, and chains extended. He lands heavily and immediately locks eyes with Jason Wynn.

SPAWN

You...!

Spawn's chains and cape undulate and retract with sinister slowness. His armor takes on a more menacing demeanor in response to Spawn's naked rage. He notices this with curiosity, not understanding the unexpected behavior of his armor, then returns his attention to Wynn.

Wynn, Terry, and the rest of the Embassy guests stand in startled tableau. Spawn moves directly to Wynn and lifts the man by his neck.

WYNN

(choking)

Who are you...?!

(CONTINUED)

SPAWN

What's the matter? Don't recognize your own handiwork?

Wynn shudders as he stares at Spawn's charred flesh. Sees molten hate in his eyes.

SPAWN

You sent me to Hell, Jason. I'm here to return the favor.

Terry watches Spawn and Wynn's exchange as, behind him, the room erupts into panic. He turns to join the exodus.

SPAWN

Where are you going, Terry?! Not running out on your partner, are you?

Terry freezes in his tracks as Wynn struggles.

SPAWN

You told me you were going to stay on Wynn's back until you found a way to stop him. What happened? Having too much fun with the only woman I ever loved?

Terry can't believe what he's hearing.

TERRY

Al...?

Wynn looks at Spawn in stark horror as realization slams home.

WYNN

Simmons! I killed you!

SPAWN

(ice cold understatement)
I'm back.

Spawn hurls Wynn into the nearest wall with rib-cracking force. Then steps up and grabs him by the collar for another go round.

SPAWN

Why did you kill me?

Wynn looks defiant. Spawn grabs Wynn's arm and snaps it audibly at the wrist and then at the elbow. Wynn's mouth cranks wide and silent for a full five seconds before the scream surfaces.

(CONTINUED)

SPAWN

That was nothing compared to what's coming.

Terry stands transfixed and watches as Spawn lifts Wynn close enough to kiss. Slaps the mortal man to rouse him from shock.

SPAWN

Why did you do it?

WYNN

(blanched with pain)

Clown...

SPAWN

(a beat, stunned anger)

Clown -- that sonofabitch was telling the truth!

Spawn stares daggers at Wynn. This final authentication of Clown's story is like the last nail in Simmons' coffin.

SPAWN

(a beat)

So you helped them turn me into a killer from Hell.

(laughs, to Wynn)

I might as well start with you.

Spawn backhands Wynn across the room crashing through a table and knocking Terry down. Spawn turns and pushes aside terrified bystanders as he crosses to Wynn and Terry. Terry rises from the mess unsure of what is about to happen. He raises his hands in a defensive gesture as Spawn grabs him.

SPAWN

I trusted you with my life... and you marry Wanda... how could you?

Terry rears away in horror but is held in place by Spawn.

TERRY

She needed help when Al died. I didn't know it would turn out this way.

This stops Spawn for a heartbeat. He slowly lets go of Terry. The thought of his actions causing Wanda hardship.

TERRY

Jesus, is that really you, Al?

(CONTINUED)

WYNN

It's Simmons.

CHAPEL

What are you talking about?

WYNN

(forcefully interrupting)

That thing is Simmons and I want you to
nail his ass... now!

One of the swinging lights crashes to the ground and Chapel takes off cautiously to hunt down Spawn.

Chapel moves away and catches a glimpse of Spawn reflected in a full length mirror. She surprises Spawn and is within feet before he senses her. Chapel fires another barrage. Spawn dives to cover and is hit again but this time it doesn't hurt.

Surprised, he examines his armor and finds there is little damage. Spawn smiles with satisfaction at his newfound protection.

Chapel searches for him. She steps on a piece of lamp glass left by Spawn's barrage and makes a loud cracking sound. She looks around cautiously.

Spawn dives, rolls, and fires, hitting Chapel in the knees. She falls and bites back a scream. Chapel rolls over and tries to find Spawn.

SPAWN (OS)

Looking for me?

Chapel whirls and Spawn kicks her under the chin. She's propelled into a graceless backflip and crashes down with the wet snap of bones. Spawn stands ominously as his face armor retracts.

SPAWN

You make a lousy Catwoman.

CHAPEL

(through pain, re: outfit)

It's a little early for Halloween,
Simmons.

Spawn levels the gun at Chapel.

SPAWN

Where you're going, everyday is
Halloween.

(CONTINUED)

CHAPEL

You don't have the guts.

We look up at the barrel of Spawn's gun as he fires point blank.

Chapel lies in a heap against the wall. Spawn steps close and nudges her lifeless body. Turns when he hears someone applauding in the near corner. It's Clown munching on finger foods.

CLOWN

I'm liking this... go with that emotion!

Spawn swings around just as FOUR A-6 AGENTS, all armed to the teeth with large caliber machine guns, storm the ballroom with weapons blazing. Spawn's armor takes hits.

Spawn returns fire on the run as the A-6 agents dive for cover. The A-6 agents fire another salvo. Just as Spawn scrambles to return fire again, Clown knocks a table over and sending three terrified world leaders right into Spawn's line of fire. The men are inadvertantly hit. Spawn is pissed.

Clown laughs uproariously and claps his hands. He revels in the violence.

CLOWN

Beautiful...the German attache just got his intestines shot to pieces. Looks like he had the veal.

(guffaws, to Spawn)

Congrats on your first mission, Spawn. With all these world leaders dead, the flames of chaos and destruction are gonna be seriously stoked. I do believe I'm getting a stiffy.

Spawn pivots toward Clown and raises his gun but is suddenly hit by machine gun fire raking across his armored spine. The heavy gunfire is wounding him.

More guards run into the ballroom with weapons coming to bear. Spawn spins, hopelessly outnumbered, he runs across the ballroom, as even more gunfire chases him from all directions. Fire hits him from all directions and blows him through a window.

Spawn sails through glass four stories above the Embassy grounds. His chains react instinctively and send their hooked ends sailing outwards, grabbing onto the Embassy's

outer wall. The chains tighten swinging Spawn around and smashing him into the wall.

He stares with amazement at the chains as he clings to the wall. The surprises continue as grappling claw-hooks emerge from his hands and feet, enabling him to easily hold onto the wall. The chains retract back into his suit.

SPAWN

This'll work.

Below, several guards pour out of the embassy. Spawn spider-crawls along the wall moving upwards and over, as the guards spread out across the grounds and open fire.

Guards run towards idle searchlights as Spawn dodges bullets and makes his way around the building's near corner onto the dark side of the building.

Spawn sees a balcony farther over and above him. He crawls over to it and reaches up and grabs a balcony strut. He begins to pull himself up and his weight cracks the strut. Just as he begins to climb up the balcony a searchlight snaps on and pans across the dark side of the building. Spawn lowers himself into the balcony shadows.

The searchlight nears Spawn and he hugs the balcony base trying to blend into the shadows. As Spawn concentrates on trying to tuck his body underneath the balcony, his cape emerges, covering his whole body and taking the form of a balcony support. When the cape snaps into place, it changes color to match the balcony. Spawn gapes at his transformed flesh. Nods with startled gratitude, then tucks his head in as the searchlight passes over him. His camouflage cape works perfectly and he remains unnoticed by the guards below.

Spawn reaches back to the cracked balcony strut and begins to pull himself up. His cape uncamuouflages itself and retracts. Spawn notices the cracking strut and manages to grab another but not before the cracked one breaks off and falls away.

The support falls near a guard who begins shouting and pointing towards the balcony. The searchlight is redirected to the balcony. Spawn hangs by one arm as the searchlight rakes over him, his armor having returned to normal. The guards open fire hitting him and the balcony. The balcony begins to break up and falls away in big chunks sending Spawn falling towards the ground.

He falls backwards tumbling out of control when suddenly his cape re-emerges into a huge gargoylesque wing spanning more than two dozen feet. The cape moves on its own and swings him around so that he faces down. Spawn, stunned by the

(CONTINUED)

51 CONTINUED: (2)

51

amazing wings, stretches out and soars down the hillside away from the embassy. The guards look up in awe at Spawn's cape.

SPAWN

(almost laughs)

I could get used to this.

He turns sharply in between the high rises and disappears in the night.

52 EXT. SWISS EMBASSY GROUNDS - NIGHT

52

Paramedics zip up body bags and load the wounded into waiting EMS vans. Wynn steps away from an ambulance as he's injected with painkillers by a paramedic. His wounds are sewn shut and a field cast is secured to his twisted left arm. Clown hangs in the shadows behind an EMS van eating cashews out of a greasy paper bag. He motions to Wynn who walks over to him.

WYNN

(angry)

You idiot, why didn't you warn me about Simmons?

CLOWN

Shuddup, ya cheese weasel. I didn't think his armor would harden this quickly. Besides, nothing happened and surprises are always more fun.

WYNN

Fun...? Does this look like Disneyland to you? He could've killed me!

CLOWN

Calm down. Spawn's still got some lessons to learn, and we're here to teach him.

WYNN

If he's your guy, what's he doing trying to kill me?

CLOWN

You killed *him*, remember? Spawn'll come around, he's just a little confused at the moment. Soon as he finishes one other little detail his soul will be ours.

(laughs, abruptly stops)

So how are we doing on your front?

(CONTINUED)

52 CONTINUED:

WYNN

HEAT-16 is ready to go.

CLOWN

For your sake, I hope so... cause the Army has finally reached critical mass and Spawn is here to tip the scale, but without HEAT-16, this baby ain't gonna fly.

WYNN

(suspicious)

Why do you need Simmons?

CLOWN

He's the highest scoring killer of all times kiddo. If we hadn't a drafted him, the other side woulda.

Wynn sneers as Clown turns to go.

CLOWN

Oh yeah, almost forgot. The boss figures you ought to have some kind of fancy implant that connects your heartbeat to the HEAT-16 bombs. That way no smartass would dare take you out. You know, an insurance policy. We wouldn't want to lose our point man just when the war's about to start.

WYNN

(impressed with the idea)

I like it.

CLOWN

Thought you would. Now stay sharp, the night is young.

Clown spits bits of cashew on Wynn's shoes and smiles knowingly as he wanders off through the shadows of the triage area. Clown can't resist himself, and steps out to kick a wounded man's gurney. Clown giggles mischievously as he saunters away.

WYNN

(re: Clown, sotto)

When the world's mine, you get drawn and quartered, fatboy.

Wynn crosses to an A-6 mobile emergency medical unit as an A-6 DOCTOR turns away from Chapel's lifeless body. Wynn steps up and takes one last angry look before they zip up Chapel's body bag. He grabs the Doctor.

(CONTINUED)

53 CONTINUED:

53

SPAWN

(a whisper)

I'm so sorry things turned out this way
Wanda... thought I was getting rid of the
world's vermin... and I turn out to be
the big daddy of 'em all...

Wanda senses something and looks towards the back of the
auditorium, but all she sees is a door closing.

54 INT. SCHOOL - CORRIDOR - NIGHT

54

Cyan plays fetch with Spaz at the end of a well lit corridor.
She bounces the ball and Spaz chases it down a semi-lit
corridor and into a darkened gymnasium. Cyan follows
cheerily into the darkness.

55 INT. SCHOOL - CORRIDOR - NIGHT

55

Spawn leans heavily against the wall in the dark corridor.
The feelings of love and loss are overwhelming.

Around the corner, Spawn hears Spaz's familiar barking
coupled with a little girl's whimpered cry. Spawn rushes
toward the sounds.

56 INT. GYMNASIUM - NIGHT

56

Cyan sits on the floor surrounded by basketballs with a
bruised knee. She's clearly fallen while playing in the
dark. Spaz wags his tail as Spawn appears out of the
darkness. Cyan looks up, fascinated, bruised knee instantly
forgotten, as Spawn bends down. She smiles with wide-eyed
curiosity at his armor. Spawn tries to avoid showing her his
face, afraid of scaring her.

SPAWN

You alright?

CYAN

Yeah, I'm okay.

(beat stares at Spawn)

Wow, your face is weird!

SPAWN

Does it scare you?

Spawn, still afraid of his appearance, looks deeply into
Cyan's eyes.

CYAN

No.

(CONTINUED)

Spawn smiles for the first time in a long time, no longer fearing Cyan's reaction to his burnt countenance.

CYAN
(a beat, eyes him closely)
What's your name?

SPAWN
Uhhh... Spawn.

CYAN
I'm Cyan.

Spawn is touched to be this close to a part of Wanda...

SPAWN
You have your mother's eyes.

CYAN
No I don't, silly. These are my eyes.
If I had Mommy's eyes, she'd be blind.
Anyway, I fell over all these dumb balls.

SPAWN
(slaps a ball)
Bad dumb balls!

Cyan laughs and has absolutely no fear of Spawn. She touches his face then his armor.

CYAN
Cool!

Spawn enjoys being with Cyan. But something catches his attention as his eyes follow a rolling ball in the darkness. A balloon bearing Clown's smiling face floats down towards them from the bleachers. The balloon bobs for a second and then pops.

CYAN
(laughs)
Bad balloon.

SPAWN
(wary)
Let's get you back inside.

Spawn lifts Cyan and carries her through a nearby door. Spaz follows at his master's heels. In the darkness of the topmost corner of the bleachers, we see a hint of Clown's silhouette as his malignant chortle drifts down like toxic fumes.

(CONTINUED)

56 CONTINUED: (2)

56

CLOWN (OS)
Mmm... tasty little girl.

57 INT. SCHOOL - MAIN HALL - NIGHT

57

Spawn sets Cyan down close to the auditorium. There are mounted relief photos of the North Korean catastrophe.

CYAN
See that awful picture? Mommy says that little girl is the same age as me.

Spawn sees the picture. A sad eyed little Korean girl covered with vestigial sores and pocks. Cyan's voice is tainted with intuitive sadness. Spawn feels the guilt.

SPAWN
You should go find your Mommy. She'll be worried.

CYAN
Can you come over and play sometime?

SPAWN
Maybe.

CYAN
We'll have fun, you'll see. Bye, Spawn.

Cyan waves and walks reluctantly down the hallway. Wanda emerges from the auditorium and immediately grabs Cyan into her arms.

WANDA
Oh, sweetie, where were you?

CYAN
I was just playing with Spaz, but I fell, and this big man named Spawn came. He's got a weird face but he's really nice.

Wanda looks around. The hallway is now deserted.

WANDA
Cyan, I told you not to talk to strangers.

CYAN
Spawn's not a stranger, Mommy. I know him.

(CONTINUED)

WANDA
You don't know him, honey.

CYAN
But I do.

Suddenly Terry bursts into the hallway. He's dishevelled, bloodstained, and frantic in the aftermath of the Embassy melee.

TERRY
We're going home, *now*.

58 EXT. SCHOOL - PARKING LOT - NIGHT

58

Terry hustles Wanda and Cyan into his sedan.

WANDA
Terry, what's going on...?

TERRY
Just get in the car.

WANDA
(stands firm)
No, not until you tell me what's going on. I'm not making the same mistake. No secrets.

TERRY
(meets her gaze, relents)
Wynn was attacked tonight... at the embassy and I got caught in the middle. I'm not sure what's going on but I don't want to take any chances.

Wanda is glad he told her and slides into the passenger seat.

WANDA
Okay.

Terry gets in the car and starts it.

CYAN
Hey daddy?

TERRY
What sweetie?

CYAN
Can Spawn come over and play?

(CONTINUED)

58 CONTINUED:

58

Terry freezes. Wanda sees that Cyan just struck a cord.

TERRY

What?

CYAN

(playing with her doll)

He's really nice.

Terry shakes his head as he begins to drive off.

TERRY

(sotto)

What the hell is happening here...?

CYAN

What about Spaz?

TERRY

(stops, gets out of car, and
looks around)

Spaz... here boy! Spaz!

59 EXT. SCHOOL - GROUNDS - NIGHT

59

Spawn stands in shadows near a dumpster beside the building. Spaz is planted at his feet. Spawn kicks dirt at him as Terry calls. Spaz doesn't budge.

SPAWN

Go home.

Spaz wags his tail.

60 EXT. SCHOOL - PARKING LOT - NIGHT

60

Terry gets into the sedan.

CYAN

Daddy, we can't leave without Spaz!

TERRY

Don't worry Cyan, Spaz knows the way home.

Wanda sees how nervous Terry is as he steers quickly out of the parking lot.

61 EXT. SCHOOL - GROUNDS - NIGHT

61

Spawn walks among the shadows. Spaz follows close behind and stops when Spawn turns.

(CONTINUED)

61 CONTINUED:

61

SPAWN

Go home, Spaz. You don't wanna be where
I'm going.

Spaz barks defiantly. No way is he going to lose sight of
his master again.

SPAWN

(a beat, relents)

Okay, but it's your funeral.

62 INT. A-6 HEADQUARTERS - SURGICAL THEATRE - NIGHT

62

In an ultra hi-tech operating theatre, a SURGICAL TEAM works
over Jason Wynn's torso, a slick looking cast on his broken
left arm. Small LED's blink as a small electronic device is
activated. The device is lowered and inserted into Wynn's
torso. The Doctor uses his microsurgical tools to perform a
few more steps then turns to look at a video monitor as the
message "heart monitor uplink online" appears.

Wynn is fully conscious as the Doctor leans close.

DOCTOR

The unit is locked into your circulatory
system and fully armed. If your vitals
flatline for any reason the device will
uplink and automatically detonate the
HEAT-16 weapons.

WYNN

Good work doctor.

DOCTOR

(nervously)

We're going to close you up now.

The Doctor accepts instruments from his team as a computer
controlled torso-sealing device lowers from above. The
Doctor proceeds to seal Wynn's torso.

63 INT. A-6 HEADQUARTERS - WYNN'S OFFICE - NIGHT

63

Clown sits in shadow with his feet on Wynn's desk. He's
watching the surgery on the Wall. He polishes off a box of
popcorn and enjoys the cut and sew.

CLOWN

(stuffs his mouth)

Tick goes the heart... tock goes the
world. Oh, this is sooo frigging
sweet... hmm, needs more salt.

64 EXT. ALLEYWAY - NIGHT

64

A large boned man, GLEN, fishes in a dumpster and comes up with a moldy BLT. He wipes it off, takes a bite, and hands the rest to his son Zack, the ten year old boy we met earlier. He reaches in again and comes up with an open tuna container. He fingers out the contents and eats with a scavenger's relish. He looks down at Zack and sees him gag and spit-up the partially consumed BLT. Glen angrily leaps out of the dumpster.

GLEN

Hey, what the hell're you doing?! You puking up decent food, boy?!

ZACK

(cowers, small)

It's rotten.

GLEN

(menacing)

Tasted fine to me. You think we eat so good you can just spit up what you like? Huh?!

ZACK

(defiant)

No.

Glen, frustrated, tired, hungry, takes it out on Zack. Smacks him across the face. Zack tries not to react. He knows that'll just make his father madder.

Glen raises his hand again. He's suddenly snatched off his feet and pinned to the nearest wall. Toes dangling. Spawn, ominous in his long coat, leans close to Glen with eyes burning deep green. His voice defines darkness.

SPAWN

Maybe you'd like to try the special of the day scumbag, brick soup.

Spawn hurls Glen across the alleyway and into the far wall. Glen tumbles onto heaped garbage. Spawn looms over the man and fishes him out of the filth. Ready to administer more pain. Zack grabs Spawn's arm and tugs desperately.

ZACK

Stop it... don't hurt him.

SPAWN

Step back, kid... you don't wanna get blood in your eyes.

(CONTINUED)

64 CONTINUED:

64

ZACK

Leave him alone... he's my Dad!

Spawn looks down and sees the naked fear in Zack's eyes. Glen trembles and Spawn drops him back in the trash. Zack goes to his father and helps him lean against the wall. Spawn watches the boy comfort the middle-aged man. Glen looks diminished now, lost and frail as a child himself. Spawn sags, not sure about anything anymore, and proceeds into shadow trailed by Spaz.

65 EXT. CHURCH ROOF - NIGHT

65

Spawn drops his overcoat and pulls back a cover revealing his weapons cache hidden on the roof. He begins organizing his weapons, rips open an ammo pack, and loads the grenade launcher. Spaz prances nimbly along the roof and gets used to his new surroundings.

SPAWN

(sotto, raw vengeance)

Kiss it good-bye, Jason.

He hears footsteps behind him, turns, weapon at the ready, and sees Zack making his way across the roof. Zack's eyes widen in fear. Spawn lowers his gun and Zack takes in the state-of-the-art ordnance.

ZACK

(amazed by the arsenal)

Whoa, awesome hardware -- what're you gonna do with it?

SPAWN

Throw someone a going away party.

ZACK

(a beat)

Sorry about what happened down there... things've been kinda rough lately.

Spawn ignores Zack.

ZACK

Need any help?

SPAWN

(a beat, looks at him)

Listen, kid, I'm not looking to make friends.

Zack is obviously pained by this remark. He looks down but holds his ground. Spawn genuinely appraises Zack for the

(CONTINUED)

65 CONTINUED:

65

first time. Sees a kid beyond his years. Tough and resilient.

SPAWN
What's your name?

ZACK
(looks up)
Zack.

SPAWN
I'm Al, this is Spaz.

ZACK
Hi, Spaz.

Zack pets Spaz. The little dog wags his tail. Spawn smiles for the second time.

66 EXT. HILLSIDE - ABOVE THE CITY - NIGHT

66

Cogliostro crouches near the top of a hill and gazes out over the city. A chill wind blows, and with it comes a brooding smear of darkness across the face of the waning moon.

Cogliostro rises, braces himself against the wind, and watches a ghastly SHADOW bleed across the sky towards the distant Tenderloin, closing in on the barely visible spires of the old cathedral.

COGLIOSTRO
It's time...

Cogliostro steadies himself, mentally prepares for what's coming, and slowly, resolutely, walks down the hillside toward the city.

67 EXT. CHURCH ROOF - NIGHT

67

Spawn, Spaz, and Zack sit together against a wall across from the base of the steeple. Spawn snaps fully loaded clips into his two smart-guns as Zack stares at the night sky and the city below.

ZACK
Sometimes I wake up at night and wonder
if this place is Hell?

A shadow falls across Spawn and Zack. Spaz leaps up and growls with surprising ferocity. Clown approaches from the roof's far end.

(CONTINUED)

CLOWN

No, kid, this ain't Hell... but you can see it from here. Making new friends are we, Spawny? How cute. Now, kill'em and let's go. The Army's just hours from being ready and you don't have time to sit here with your thumb up your butt.

SPAWN

Get outta here Zack.

Zack heads for the nearest fire escape, stops and looks around the corner at what's happening. Spawn climbs angrily to his feet, eyes locked on Clown, and lifts his smart-gun. Levels it at the gruesome dwarf.

SPAWN

Before I blow your fat ass to that circus in the sky, I wanna know why you picked me to lead your war.

CLOWN

(laughing)

The evil's been there since you were soup in your mama's crotch. You had the raw talent and we nursed it along. All those A-6 ops were just training for what's coming.

Spawn doesn't want to believe this about himself.

CLOWN

(paces back and forth)

Wynn finally got that HEAT-16 biobomb working -- we made it especially for you -- start things off with a big wet, squishy, infectious bang.

(sotto)

Personally, I think a mega-fusion-bomb would've been better. Nothing like *human* confetti to kick off a party.

Spawn is stunned by this information. The scope of the horror it implies. Clown enjoys Spawn's reaction.

CLOWN

And all we need is for you, to lead us to the holy land... so we can burn it down.

Clown begins to laugh hysterically. Spawn re-trains his gun on Clown. Eyes narrowed with new resolve.

(CONTINUED)

SPAWN

You can take that Apocalypse of yours and shove it.

CLOWN

(a beat, genuinely stunned)

You know, Spawn, I'm starting to think your heart's not in this. If you keep it up, you're gonna force me to get real nasty. Besides, what's the world ever done for you, except kill you and marry off the only woman you ever loved to your best friend.

Spawn cocks the gun. Spaz growls at Clown's feet and takes a disrespectful pee on his ankle. Clown reaches down swiftly and lifts Spaz into his arms.

CLOWN

I don't know why I put up with this kinda crap.

SPAWN

Put down my dog.

CLOWN

You're not gonna screw things up for me, Mr. "I'm-too-good-to-be-a-Hellspawn". You're gonna do just what you promised.

Clown's hand transforms into talons. The sound of their growth is like nails on a chalkboard. Spawn watches, stunned, as the talons merge and form a venus flytrap-like cage around Spaz. The dog whimpers as the cage completely encases Spaz's body in a shiny ball of flesh.

CLOWN

Nice doggie... heel, fetch, rollover... no, I got it... play dead!

Spawn is stunned motionless by what he is seeing.

Clown is hit by a rock that Zack has thrown. Clown turns with surprise.

Spawn fires a precise wounding shot to Clown's shoulder. Clown's hands transforms back to normal and he drops Spaz in genuine shock. Clown stares at his wounded shoulder with total indignation.

Clown looks up at Spawn with burning, rage-filled eyes. His voice becomes a tombful rasp.

(CONTINUED)

CLOWN

So you want to do it the hard way. I warned you Spawny old pal... now it's time to nasty.

Spawn takes a step back as Clown begins laughing. The sound is like the roar of an approaching storm.

Clown let's out a screeching cry as horns burst out of the sides of his skull and his jaw and eyes begin to transform. His outerflesh hideously melts away and transmutes into insectoid skin.

Clown's body shakes as it grows. Pulsing as something with powerful elongated double-boned, tri-jointed limbs and razor sharp steel talons rapidly grows and takes form. Clown transforms into a massive, hulking, beast with blood-red compound eyes, and huge double-hinged multi-fanged mandibles. This is the ultimate necroplasmic killing machine. Standing nearly ten feet in height -- VIOLATOR is born.

Spawn stares, horrified, as Violator cackles and stretches. Spawn swings around with the gun.

Violator moves quickly, slaps the weapon aside, and grabs Spawn with one hand pinning him against the wall. Spawn screams in pain as his armored mask moves into place.

Violator leans close and licks Spawn's chin.

Spaz is growling and biting at Violator's feet. Violator sends Spaz flying off the roof.

SPAWN

Spaz!

Spawn angrily struggles twice as hard and manages to get off a series of shots that blast away the wall and part of the roof beneath their feet.

Spawn and Violator topple together over the edge and spill earthward, along with part of Spawn's weapons cache.

68 EXT. ALLEYWAY - NIGHT

68

Spawn crashes atop a village of cardboard condos. Alley folk scatter like ten pins. Glen and others rush out of their shadowed corners in panic.

Spawn, stunned by the fall, hears a screech and turns and sees Violator impaled on a fire hydrant struggling like a pinned insect.

(CONTINUED)

Spawn searches for his gun. He finds the weapon nearby, grabs it and turns back. Violator is gone.

A shadow rises behind Spawn. A terrified and injured Glen shoves Zack behind him to protect him.

Violator rises to full height with a huge hole in his thorax. The hole begins to seal over with a wet sucking sound.

Spawn whirls to fire just as Violator quickly reaches down, grabs Glen, and dangles him, a target blocking any clear shot.

Spawn hesitates and Violator hurls Glen towards Spawn who catches him and is thrown back into the near wall by the impact.

Spawn gently rolls Glen aside and whirls again. Violator is gone.

Spawn hears a screech and moves into the alley labyrinth towards it. He reacts to every sound and almost shoots terrified alley people trying to escape.

Spawn whirls as he hears a loud screech behind him. He rounds the corner at the ready. Violator is at the end of the alley in a funny position taunting Spawn, daring him to fire.

Spawn growls and fires. Violator screeches and disappears in a flash revealing two alley dwellers that he had been holding behind him. The gun blasts hit the alley dwellers sending Spawn into a rage.

Spawn continues his search in the shadows but finds no sign of the hellish monstrosity. The alley seems quiet.

Spawn warily stalks the alley scanning left/right, high and low. Spawn nervously reacts to any sound and shoots at some scurrying rats.

Spawn spots Spaz's collar and picks it up. He frantically looks around kicking away some debris but finds nothing. Staring at the collar, the anger boils through him. He barely hears a dog whimpering.

Spawn quickly moves towards the sound but just as he rounds the corner he is savagely crushed by huge taloned hands. He fires helplessly into the ground as he's lifted by Violator who whimpers at him like a hurt dog.

Spawn's chains try to pull apart the talons but can't. Violator lifts Spawn into the air and screeches as he flings

(CONTINUED)

Spawn against the alley wall impaling him on a trio of broken pipes.

Spawn hangs there in agony as Violator roars with hideous laughter.

Violator transforms back into Clown. Arms fold into a fetal insect pose as the flesh glistens and shrinks. The insectoid skin melts away leaving the familiar rags and wornout makeup.

Clown stretches and wipes the filmy ooze from his cheeks and chin.

CLOWN

I have sooo much fun as Violator. You
gotta admit he's a real *fun bunny*.

Clown grins at Spawn's anguished position and does a little touchdown dance step as he slides closer.

CLOWN

Thought you were a tough guy, didn't you?
Look at your sorry ass now.

(disgusted)

And to think that Malebolgia thought some
fancy-pants armor was better than good
ole necro-flesh... *I don't think so.*

Spawn grunts in emotional agony. Clown howls with laughter.

CLOWN

But you did do a bang up job at the
Embassy... and now you've turned your new
home into a bloody mess.

Clown points at the wounded alley people at the other end of the alley.

Spawn's unarmored head hangs down but he manages to turn it. From his angle, he is barely able to see the scared and weeping men, women, and children, as they try to help each other to safety. Zack comforts a dying Glenn among them.

CLOWN

It's time to stop jerking around and get
down to business.

Spawn looks down and locks his burning eyes on Clown.

(CONTINUED)

CLOWN

(leans close to Spawn)

Maybe you need a little more inspiration.

(in Wanda's voice)

No, no! Help, please... somebody -- oh

God, no -- NO!

Wanda's voice becomes a hideous scream.

CLOWN

(Wynn's voice)

Wanda... Terry's had his taste... now
it's my turn.

SPAWN

(enraged, gasping)

Stay away from her!

CLOWN

(deadly serious)

This is your last chance, Spawny old boy,
you better be ready to get in the saddle
'cause I'll be there to take your place
whether Malebolgia likes it or not.

Clown laughs and walks away with a spring in his step. Steps
on Spawn's grenade launcher that had fallen off the roof.
Grabs it, twirls it like a baton, and walks off chortling
with inner glee.

Cogliostro warily watches Clown pass, then steps out of the
shadows.

Spawn hangs from the pipes. Cogliostro appears and, without
hesitation, pulls Spawn off the pipes. Spawn cries out in
pain and falls hard.

COGLIOSTRO

It seems the truth has taken its toll on
you.

SPAWN

(weak, semi-conscious)

I'm gonna kill that Clown.

COGLIOSTRO

You still haven't learned.

Cogliostro helps Spawn on his feet.

69 EXT. ALLEYWAY - NIGHT

69

Alley people dig their wounded out from beneath debris around the area where Spawn and Violator fought. Zack is comforting Glen. He looks up as police vehicles arrive on the scene.

Cops stroll through and take in the scene. Zack rushes over to them and implores them to help Glen. They pay only cursory attention to Zack and the other alley denizens. Clearly the cops feel this incident isn't worth their time.

The alley people gather and watch in stunned horror as Glen gasps, near death. Zack runs back over to Glen, falls to his knees, and is on the verge of tears as he sees his father's condition.

ZACK

(starting to cry)

Don't die Dad... please don't... you're all I've got.

GLEN

(to Zack, last words)

Don't cry, boy... you'll do fine... you always have.

Glen dies. Zack has tears streaming down his face.

70 INT. A-6 HEADQUARTERS - WYNN'S OFFICE - NIGHT

70

The global-situation Wall is the expansive room's only illumination. Terry sits hunched and sweaty at Wynn's desk. Breaking and entering isn't his forte. He touches the flat panel display pulling up data on "classified field ops". Stops when he comes across a file labeled "black bags".

TERRY

(smiles)

Gotcha.

He dumps the file to a mini-disk, ejects and pockets it, and exits stealthily.

71 EXT. SIDE ALLEY - NIGHT

71

Spawn lays panting, semiconscious across a pair of discarded mattresses. His wounds heal slowly into ragged puckers. Cogliostro crouches over him with his magical ancient long-knife protruding from his hand. Dark eyes furrowed in soul-deep conflict.

(CONTINUED)

71 CONTINUED:

71

COGLIOSTRO

(sotto, torn)

I can't afford to be wrong...

Cogliostro lays the blade's edge expertly across Spawn's throat. Prepares for a clean decapitation -- then hesitates, waging some inner debate, and finally makes a decision. He slowly stands and retracts the knife into the sleeve of his greatcoat just as Spawn's eyes open.

COGLIOSTRO

Still with us, I see.

Painfully, Spawn staggers to his feet and tries to move out of the darkness into the main alley.

72 EXT. ALLEYWAY - NIGHT

72

Sobs and curses echo as the alley people methodically reassemble their shattered world. Spawn sees all of this and feels profound guilt.

COGLIOSTRO

Your vengeance... their pain... Wynn,
Wanda, none of this is worth the cost.

Cogliostro stands beside Spawn. Surveys the damage and sorrow. Spawn whirls on Cogliostro and grabs him hard.

SPAWN

Those are the only things that matter to
me now.

COGLIOSTRO

(pointed)

Al Simmons is dead -- let him go.

Spawn is stung by the pain of his wounds. Takes a step back.

SPAWN

I'm Simmons, old man!

COGLIOSTRO

You're Spawn now. But that doesn't mean
you have to be what they want.

Spawn shoves Cogliostro aside and stumbles further down the alley. Cogliostro suddenly appears directly in front of him. He scratches the word "Spawn" in the filth at his feet... then brushes out the "S" leaving the word "pawn".

(CONTINUED)

COGLIOSTRO

(locks eyes with Spawn)

Your anger is your weakness. And they'll use it to rob you of any humanity you have left.

Spawn eyes him coldly.

COGLIOSTRO

(earnest)

Simmons knew that violence only leads to more pain and suffering, no matter which side gave the orders. He tried to leave the A-6 and give himself a second chance.

SPAWN

(grabs Cogliostro)

Who the hell are you...?

COGLIOSTRO

(dark smile)

A former assassin, like you... only I killed for the kingdom of Saxony five hundred years ago....

Spawn is stunned by this and then angered.

SPAWN

(a beat, let's go, pissed)

Are there any normal people left on earth, or is everybody just back from Hell?!

COGLIOSTRO

Your old life is gone... accept it.

SPAWN

(beat)

I still love Wanda.

COGLIOSTRO

Put her in the past. It's the only way to free yourself.

SPAWN

She's the only reason I'm here.

Spawn strides painfully away from Cogliostro. The old man is again right in front of him.

COGLIOSTRO

The war between Heaven and Hell can turn on the choices we make and those choices require sacrifice.

(CONTINUED)

Spawn thinks about this for a long beat. He hears someone approaching and looks up to see Zack coming down the alleyway with tears on his face.

ZACK

(weak, sad, re: Violator)

That thing killed my Dad...

SPAWN

(angry at himself)

I'm sorry, Zack. I didn't mean for this to happen.

ZACK

I know.

SPAWN

I'm going to nail that scumbag.

Zack believes him.

ZACK

I found Spaz's collar.

Zack displays Spaz's torn collar. Spawn takes it and trembles with anger.

ZACK

And there's something else.

Zack leads them around the corner and they see the alley wall that forms part of the church.

Violator has drawn a gruesome three story message in glowing bile-green necroplasmic blood. It's a huge cupid heart-shape with "Wanda+Clown" inside, "Love and Bandages" across the top, and X's and O's that become skulls and crossed-bones underneath.

SPAWN

Wanda!

Spawn is on the rooftop frenetically checking out what remains of his weapons cache. Spawn reaches for an ammo belt and gun.

Cogliostro appears.

COGLIOSTRO

This is just what they want. You're playing their game.

(CONTINUED)

SPAWN
(locks and loads)
Then I'll play dirty.

COGLIOSTRO
Guns are useless.

SPAWN
You got a better idea?

With amazing grace and dexterity, Cogliostro suddenly lets loose a series of rapid feints barely touching Spawn's armor. Spawn hardly has time to react but his armor responds chaotically with chains and hooks snapping and flailing at random sending him sprawling on the ground.

COGLIOSTRO
(re: armor)
I might.

74 EXT. ROOFTOP - NIGHT

74

Cogliostro and Spawn are standing on the roof.

COGLIOSTRO
Your armor has trillions of neural connections. It is a living extension of your own instincts, instantly translating your thoughts into physical reality, as long as you stay clear and focused.

SPAWN
(very interested)
So that's why it did all that stuff in the embassy.

Cogliostro watches as Spawn tries releasing spikes from his hand. Spawn looks awkward and nothing seems to happen at first, but then spikes begin to emerge.

Spawn face shows his concentration as he sends the spikes up forcefully.

COGLIOSTRO
(nodding)
Try your chains.

Spawn looks at where his chains emerge and scowls. Nothing happens. He tries again but this time with his whole body. From the lower back of Spawn's awkwardly posed body, a coil of chain comes flying out, quickly becoming a tangled mess that trips him. Cogliostro swallows his laughter.

(CONTINUED)

Spawn grimaces again, as if he's trying to do something, but nothing happens.

COGLIOSTRO

You must visualize your objective. Your armor will take it from there.

SPAWN

All right Yoda, just give me a second.

Spawn concentrates, his eyes glowing intensely. Two lengths of hooked-chain unfurl from Spawn's chest, fly out into space, veer around the cross, and whip-smash right through part of the far wall. Brick dust flies.

SPAWN

(grins, liking it)

Not bad.

COGLIOSTRO

Don't get cocky.

75 EXT. BAR - NIGHT

75

Spawn and Cogliostro exit the alley and cross the street to a Biker Bar. Zack runs after them. Spawn surveys the motorcycles out front and settles on a high performance Ducati.

COGLIOSTRO

You should wait until your armor's healed. It can only take so much damage before it dies.

SPAWN

What happens then?

COGLIOSTRO

You die along with it.

Spawn looks concerned for a moment then snickers. He grabs the helmet on the seat.

SPAWN

Don't think I'll be needing this.

Spawn tosses the helmet and climbs onto the bike with his huge weapons in hand. He looks at the weapons, then at Cogliostro, and finally throws them to the old man.

SPAWN

No guts, no glory.

(CONTINUED)

COGLIOSTRO
You're catching on.

The bike roars to life.

COGLIOSTRO
Are you sure this is what you want?

SPAWN
(acknowledges his trust)
Clown's my problem, old man.

ZACK
Let me go with you.

SPAWN
I want you to find Spaz and bring him
back to me, no matter how you find him.

Zack nods as Spawn throttles up and accelerates away on a carpet of burning rubber. Cogliostro watches after him with profound concern.

COGLIOSTRO
(sotto)
This is the final test.

In the b.g., a Young Biker runs out of the bar and screams after Spawn.

Spawn nears familiar residential suburbs along a stretch of two-lane black top. Suddenly a hulking cement truck roars out onto the highway. It screeches and careens directly in front of Spawn.

With a malicious sneer Spawn tries to pass the truck. Spawn cuts right and left but the massive truck stays in front of him. Spawn swerves as the truck drifts back and rumbles alongside.

Clown smiles and waves from the cab. Spawn begins to accelerate past when the truck bursts ahead and ruthlessly tries to pile Spawn into the guardrail. Spawn avoids getting crushed by dropping back behind the truck.

The truck pulls in front and the brakelights snap on. Spawn sweeps hard right to avoid piling head-on into the truck's massive rearend. The truck jogs right with surprising speed and Spawn is driven up against the guard rail. Spawn fights to keep the bike upright as sparks fly and Spawn drops behind.

(CONTINUED)

76 CONTINUED:

Clown suddenly appears on the rear of the truck with the grenade launcher taken from the alley. He fires and Spawn drops back and swerves, barely avoiding the concussive explosion. Another round craters asphalt to Spawn's left sending up a ball of flames and black smoke.

CLOWN

I just love the smell of burning asphalt.

Spawn is pissed. He remembers Cogliostro's training. Spawn's eyes burn bright as he concentrates. His cape emerges enclosing him and the motorcycle forming an impervious projectile. Spawn's glowing eyes are visible in the new form.

Clown fires another salvo and scores a direct hit. Spawn's armor sheds blast debris with ease as he emerges from the explosion.

CLOWN

(childish)

Hey, no fair.

Clown throws the grenade launcher away. Spawn sees his chance and accelerates to pass the chopper.

Clown smiles as he pulls on a chain and releases a stream of cement onto the road.

Spawn's eyes react in surprise as the bike-projectile hits the slippery goo, goes into a skid, hits, and tumbles across the road. Spawn's armor maintains it's shape and he comes to a stop unhurt.

Spawn's armor returns to normal. Spawn gets up and begins to pull the bike upright when he hears a huge screech.

Clown rips the truck to a bouncing halt, shifts gears, and peels around a hundred and eighty degrees. The engine roars as the truck highballs back towards Spawn spewing a cloud of smoking rubber.

Spawn sees the truck and Clown's wide grin rapidly approaching. The front grill bears down as the chopper heads straight for Spawn. Clown hoots and hollers with raucous glee.

Spawn turns but there's no time for him to dive clear. He gets a look of concentration and his armor suddenly molds over into a thick black wedge with a sharp leading edge that anchors itself deep down into the asphalt.

(CONTINUED)

77 CONTINUED:

77

TERRY

Black bag ops, field reports,
assassination lists... everything.
Wynn's been using the A-6 to manipulate
governments, terrorist groups, criminal
syndicates...

NATHAN FORD

(from computer)

And it's all there?

TERRY

(busily using the mouse)

I'm e-mailing the data to you. There's
enough evidence to bury Wynn and stop
some of the madness he's started. You
should have everything in a few minutes.
I'll talk to you later.

The tele-video disconnects and the window closes. Terry
continues working with his computer.

78 INT. WANDA'S HOUSE - MASTER BEDROOM - NIGHT

78

A dreamy shot of Wanda sleeping calmly beneath a white down
comforter. A shadow falls across her and she wakes slowly.
Looks up into the burn-scarred face of Spawn. She screams.

79 INT. WANDA'S HOUSE - MASTER BEDROOM - NIGHT

79

Wanda startles awake from her nightmare. Cyan sleepily
stands where Spawn did a moment ago in her dream.

CYAN

I'm thirsty.

80 INT. WANDA'S HOUSE - STUDY - NIGHT

80

Terry continues working with Wynn's files. Something catches
his attention on the screen.

TERRY

Jesus Christ...

The computer screen displays the detailed 3-D graphic of the
Heat-16 virus. Beneath the rotating matrix is a map of the
world indicating the HEAT-16 weapon installations.

TERRY

(sotto)

Wynn is out of his mind...

81 INT. WANDA'S HOUSE - ENTRY HALL - NIGHT

81

Wanda, dressed in a night gown, leads a yawning Cyan out of the kitchen with a glass of water.

WANDA

Okay, sweetie, let's get you back in bed.

Wanda turns and runs right into the barrel of a smart-gun. It's Wynn with his cast and some barely visible indications of his recent surgery.

WYNN

Good evening.

82 INT. WANDA'S HOUSE - STUDY - NIGHT

82

Cyan enters followed by Wanda and Wynn.

TERRY

Hey, sweetheart, what...

(standing)

Wynn, what are you doing here?

WYNN

Some unfinished business.

(looking at the computer)

What have we here?

Wynn stands in front of the computer as it finishes e-mailing the files and sees the HEAT-16 graphics. Wynn blasts the computer to bits.

WYNN

You disappoint me Terry.

Wynn viciously backhands Terry with his cast, spilling him painfully to the carpet.

TERRY

(rises slowly)

You can't release the virus... millions of people will die.

WYNN

Only those foolish enough to resist me.

Wynn turns his gaze to Wanda and smiles as he softly brushes the backs of his fingers along her supple cheek and neck.

(CONTINUED)

82 CONTINUED:

82

WYNN
(admires Wanda)
You're a lucky man, Terry.

Cyan cringes against Wanda's leg. Wanda refuses to tremble.

WANDA
Whatever it is you want... just take it
and go.

WYNN
(intimate)
I intend to.

A sound comes from the front room. Wynn motions Terry out the door.

83 INT. WANDA'S HOUSE - LIVING ROOM - NIGHT

83

Someone knocks at the front door. Holding Cyan tight, Wynn forces Terry to his knees and brings his smart-gun to the ready.

WYNN
(to Wanda)
Open it.

Wanda moves to the door and slowly pulls it open. Suddenly the door is kicked out of Wanda's hand and slams against the wall.

Clown pokes his head around the door jamb.

CLOWN
Peek-a-boo.

Clown stands on the threshold with the Volkswagen Bug parked outside on the lawn. He steps inside and slams the door closed. Clown takes a big sniff of Wanda and licks his lips.

CLOWN
You smell terrific.

Wanda cringes. Clown purses his lips, then turns and notices Cyan.

CLOWN
Cyan... remember me?
(Cyan nods her head, to Wynn)
What's a matter, scared this little
girl's gonna shoot off your pee-pee?

(CONTINUED)

83 CONTINUED:

83

Wynn eases his grip and Cyan rushes to her mother's side.

CYAN
(to Clown, wary)
You were at my birthday party.

Clown gives Cyan a psychotic curtsy.

WANDA
(to Clown, tense)
What are you doing here?

CLOWN
This is my encore performance... so sit
back and enjoy the show!

Clown smiles and displays a graveyard of rotting fangs as
Wanda shrinks back.

WYNN
Where's Spawn?

CLOWN
He's on his way. The real question is...
are you ready?

WYNN
(dead serious)
Of course.

Clown gives Wynn a patronizing smirk. Wynn is deciding when
to off this little puke.

84 EXT. WANDA'S HOUSE - NIGHT

84

Spawn steers the scooter to the curb and lets it fall. Sees
Clown's Volkswagen parked haphazardly across the lawn. The
house looks normal from the outside.

85 INT. WANDA'S HOUSE - ENTRY HALL - NIGHT

85

Spawn pushes the front door open and enters the house. All
is quiet and peaceful inside. Nothing is disturbed or out of
place. A warm inviting glow dances along the wall across
from the living room. Spawn eases cautiously into the house.

86 INT. WANDA'S HOUSE - HELL LIVING ROOM - NIGHT

86

A bizarre sight greets Spawn. Odd blue and crimson flames
blaze in the misshapen portal that used to be the fireplace.
Hell has poured from this portal into the room transforming
it into a strange oversized Gigeresque geology that blends
into the house. The floor is gooey and strange growths hang
from the ceiling.

(CONTINUED)

Spawn enters the room and is mystified when suddenly, the flames roar into the center of the room then retreat back into the portal revealing a terrified Wanda -- bound to a hellish rack.

Spawn is staggered to see this horrific image.

SPAWN

Wanda...!

Before Spawn can move, a dark figure, with his back to us, crosses out of shadow and moves close to Wanda. A nine-inch serrated blade in his hand.

The dark man raises the knife to Wanda's tear stained face.

WANDA

Please...

SPAWN

Get away from her!

The shadow man turns and we see Wynn's smiling face. The ever shifting glow from the fireplace turns his features jagged and loathsome. His mask of coolness gives way to something raw and wholly evil.

WYNN

I can't do that... she wants me.

Wynn traces the knife's blade along Wanda's quivering cheek and across the curve of her neck.

SPAWN

Touch her and you're dead!

WYNN

(smiles, twirls the knife)

Careful, don't make me nervous... I might nick something vital.

Spawn is helpless. He dares not move.

SPAWN

I swear, I'll kill you.

Wynn leans close to Wanda and takes a seductive whiff of her neck, slides the blade along Wanda's cheek, then turns abruptly to Spawn with a cruel grimace.

WYNN

The fun and games are over Spawn, either you finish the deal with Clown, or she dies -- after I'm done.

(MORE)

(CONTINUED)

WYNN (cont'd)
(keeps the blade against
Wanda's flesh)
So, what's it going to be?

Spawn doesn't know what to do. He can't say yes.

Wynn smiles as Wanda gasps and beneath her right eye, a drop of blood forms from a tiny cut and trickles down her face.

WYNN
Oops.

Spawn explodes and charges forward.

Wynn turns with a cruel smile. He raises the knife and we see Wanda's face as she screams and the knife plunges through frame.

Spawn rams Wynn aside, and falls upon Wanda in disbelief. Spawn screams as he shocks to a halt, the soul-shattering pain slamming him to the core.

Spawn hugs Wanda's limp body.

SPAWN
(softly)
Wanda.

She hangs dead in his arms.

SPAWN
NNNNNOOOOOOOOOOO!!

Spawn sobs as waves of burning anguish sear through him. Wynn watches with smug satisfaction.

WYNN
It's all your fault, Spawn. Wanda was
doing just fine until you showed up!

Spawn is flayed by every word, ripped apart from the inside out as sanity and reality quickly fades. His eyes grow dim as he crumples to the floor.

WYNN
You've got nothing left to lose, you
soulless corpse... *nothing*.

Spawn looks up with burning demon's eyes. He's surrendered himself to the pain, madness, and emotional rage.

(CONTINUED)

SPAWN
I've still got you!

Spawn rises from Wanda's body and appears in front of a fearful Wynn, ready to pounce.

Spawn punches Wynn and sends him flying across the room and into the master bedroom door. The door breaks off its hinges.

87 INT. WANDA'S HOUSE - MASTER BEDROOM - NIGHT

87

Spawn enters the room and finds a bound and gagged Terry. Cyan is tied next to him but her gag has slipped off.

Cyan is shocked by Spawn's savagery. Spawn and Cyan lock eyes for a beat.

Spawn strides to Wynn and punts him savagely into the wall near the door. Enjoys his killer's pain.

Wynn crawls back into the living room.

88 INT. WANDA'S HOUSE - HELL LIVING ROOM - NIGHT

88

Wynn is crawling towards his smart-gun when he runs into Spawn.

Cyan sees everything that is happening in the living room.

WYNN
(getting up, panicked)
You can't kill me.

SPAWN
(demonic)
Is that right?

Spawn lifts Wynn by the neck with one hand in a vicious choking deathgrip.

WYNN
(choking)
If I die -- everybody dies with me!

SPAWN
Like you said, I've got nothing to lose.

Spawn squeezes his hands around Wynn's throat.

(CONTINUED)

WYNN

(choking gasp, calls out)

Clown -- he's killing me! Do something!

Spawn hurls Wynn into the portal flames. Wynn screams, rolls out of the flames, arms and legs moving wildly, extinguishing the flames on his body.

Cyan watches in horror as tears begin to fall.

Wynn comes to a stop and lays face down gasping.

Spawn kneels and lifts Wynn partially from the floor by his hair.

SPAWN

Feel the burn? Get used to it 'cause
it's payback time.

Behind them, the flames in the portal begin to grow and move, making squealing noises, becoming more and more violent as Spawn's revenge approaches.

Wynn can hardly breathe but looks up, cowering, as Spawn raises his bladed fist for the deathblow.

Spawn is shaking with rage. He sees his bladed hand, obviously enough to put an end to Wynn, but his boiling anger causes more blades to emerge from all sides turning his fist into a fearsome oversized mace.

SPAWN

See you in Hell, Jason.

Spawn rears back and looks down at the pitiful, pleading Wynn.

WYNN

(gulps air)

... you'll kill the whole world...

Spawn hesitates just a beat. Everything slows down as Spawn sees the roiling, screaming flames in the portal. He closes his eyes. They burn bright but then dim. Everything Spawn is, and was, stands at a crossroads defined by his next action. Satisfy his vengeance -- cast aside his morality -- feed his limitless rage -- surrender his soul. Unknown to him, his brutally bladed hand begins to transform back to normal.

Spawn hears Cyan's terrified whimper. He turns and finds her staring right into his eyes, crying, terrified. Spawn and Cyan lock onto each other on some deep unspoken level.

(CONTINUED)

Spawn finally notices his untransformed hand, surprised for a moment, then realizing that his armor is doing exactly what he is telling it to.

Spawn turns back to Wynn and, after a beat, tosses him back to the floor with both hands, disgusted.

SPAWN

(cathartic beat)

I'm through doing Hell's dirty work.

Wynn rolls over onto his back wheezing on the floor barely conscious. The flames in the portal die back down with a wail.

Spawn looks back at Cyan who has stopped crying and is staring with wide-eyed wonder, smiling gently.

Spawn turns to Wanda, his face full of grief. He gets up and crosses to her lifeless body. Spawn hugs her close. Vents his pain through quiet sobs. A moment of grieving silence passes.

Wanda kicks Spawn off of her with surprising strength.

Spawn sprawls to the floor and looks up in naked shock as Wanda climbs off the cross. Knife still buried in her chest.

WANDA

You worthless, bag-a-crap! That puke just murdered me! Me! -- the single most important human being in your entire freaking universe!! And you're just gonna let him get away with it?!

SPAWN

Wanda...?

Spawn just stares in disbelief, his armor paralyzed by his confusion, as Wanda kicks him in the face with unrestrained anger. Spawn falls backwards in shock and starts to get up. She turns, picks up Wynn's smart-gun, and walks towards him firing a vicious salvo.

Caught off guard, Spawn screams as each shot blows him backwards until he falls against a wall and slumps to the floor in shock, badly wounded.

WANDA

(voice becoming Clown)

Come on, be a man -- pop his head like a zit!

(CONTINUED)

Spawn sees Wanda transmute into Clown as the knife falls to the floor. Realizes that it was Clown on the rack the whole time -- shapeshifted to look like Wanda.

CLOWN

Come on Spawn, finish the deal and kill the man who took everything from you -- kill Jason Wynn!! Do it now, the Army is waiting to crossover!!

Clown points towards the flames. The camera crashes into the flames and down Hell's gullet revealing the assembled Army of Hell. We see Chapel among them. Against an intestinal backdrop of flames and waste, stands the immense horde of writhing, slathering, Hellspawn. Blood lust in their eyes. Waiting to crossover. Waiting for their general to give the signal that sets them free.

Spawn locks eyes with Clown.

SPAWN

(gruff determination)

Never.

CLOWN

(a beat, pissed)

What do you mean "never"? Do you know how long I've been working on this thing, you pansy-assed bacon crisp?!

Clown puts his free hand behind his back and out of it grows a glistening darkmagic blade. Clown angrily starts slinking towards Spawn.

SPAWN

Guess I'm not the evil monster you thought I was.

Clown drops the gun, screams, and charges Spawn with the blade drawn. Spawn's chains snap out in defense, but Clown deftly stabs the wounded Spawn through the neck pinning him to the wall.

The darkmagic blade sparkles with green energy as Spawn's chains flail, shudder, and drop. Spawn appears paralyzed, his armor a dull dead-grey. Clown snaps the blade off at the wrist and screams in pain.

CLOWN

(shaking his hand)

Owww.

(in Spawn's face)

This isn't funny pal'ly! Malebolgia's going to fry my fat ass.

(CONTINUED)

Wynn, buoyed by fear and welling anger, stumbles over to Clown.

WYNN

You were gonna let him kill me?

Clown pumps a couple rounds Wynn way and sends him crashing into a bookcase.

CLOWN

(to Wynn)

The only reason you got that bio-bomb
pacemaker was so when Spawn *did* kill you,
we got two birds with one stone.

Wynn cringes in a corner as Clown rises and looms forward.

CLOWN

Hell's Army gets its leader, and
Armageddon gets cranking with *Heat-16!*
Get it, you *spunk-sucking-dipstick?*

Spawn sucks in painful breaths. Tries to will his armor to heal.

CLOWN

I told Malebolgia he shoulda chose me,
but would he listen? Noooo.

Clown kicks Spawn in spite.

CLOWN

Well, now I'm taking over and
Malebolgia'll thank me when I'm done.
(turning with a vicious smile)
But first, I'm gonna have me a little
creme de Wanda... and you get to watch.
(smiling viciously at Wynn)
Then I get to rip the heart out of little
Jas-see poo. He's got no use for it
anyway.
(turning back to Spawn)
And maybe then I can give you that maggot
enema you've been wanting so badly...
after I cut off that pretty little head
of yours.

Clown laughs and turns to the hellish portal. The flames
extend out of the portal to where Clown is and retreat back
revealing the real Wanda, tied to a chair.

Clown leans over a quaking Wanda and licks her cheek with an
impossibly long black tongue. Smacks his lips and savors the
flavor.

(CONTINUED)

CLOWN

Ahh, dinner is served.

He pulls a sadistic knife and fork from the behind the chair and raises them over an hysterical Wanda.

Spawn begins to pant and tries with all his might to pull free.

A sharp metallic rasp rings out. Clown turns, eyes wide, as he tries to stutter step aside.

A glistening blade comes down and slices off Clown's left fork wielding arm. Clown screams in genuine pain and stumbles backward.

Cogliostro stands in front of Clown. A glistening magical blade grows from his right arm and an armored shield grows from his left.

COGLIOSTRO

Mind if I cut in?

Cogliostro leaps forward with surprising speed and swings for Clown's head. Clown shrieks and twists aside narrowly avoiding decapitation. Clown faces Cogliostro with red eyes burning.

CLOWN

Cogliostro -- I thought you were dead.

COGLIOSTRO

Sorry to disappoint you.

Clown growls, looks around, then spins and hurls the wicked blade at Wynn. The blade sails through the air towards the wounded Wynn now paralyzed with fear. The blade comes to an abrupt stop an inch from Wynn's face.

With his last bit of strength, Spawn willed a fragment of his cape out in front of Wynn's face. The blade pierced the cape but stopped short of Wynn. Spawn collapses and the cape drops to the floor with the blade still embedded. Clown curses as he runs off towards the back hall doorway.

Cogliostro almost chases after Clown but thinks better of it and quickly crosses to Spawn and removes the darkmagic blade that has Spawn pinned to the wall. A sparkle of green energy accompanies its removal. Spawn collapses to the floor breathing hard as Cogliostro hurls the blade into the portal flames.

(CONTINUED)

COGLIOSTRO

Concentrate on healing. I can't hold him off alone.

Suddenly we hear Clown's happy scream, followed by the gruesome sounds of the bone-cracking transformation. Cogliostro and Spawn both turn towards the sound.

Violator bursts through the back wall. Red compound eyes flashing with hell-fueled rage, his left arm still missing. He stands tall, head crashing into the ceiling, and roars.

Violator charges forward with talons poised. Cogliostro dodges and slashes Violator as he passes.

Spawn concentrates, eyes burning bright as his armor begins to heal.

Furious, Violator spins and charges again. Cogliostro uses his shield to brush Violator's talons aside as he slashes at Violator's neck.

Cogliostro's blade slices deep into one of Violator's mandibular horns.

Violator screams in pain and jerks his head upwards, breaking off part of his horn and snapping Cogliostro's blade off at the hilt. The glistening blade pinwheels and sticks in the floor. Cogliostro is stunned, his power gone.

Violator laughs, grabs Cogliostro with his huge talons, and rams him into the wall, pinning him there. Cogliostro bites back a scream.

Spawn sees his friend's predicament and pulls himself up by sheer will.

Violator moves his head close to Cogliostro's as his articulated horn moves in for the strike. Violator growls as his horn tip shoots out. Cogliostro moves his head just in time and the tip smashes into the wall.

Violator retracts the tip, then fires again, just barely missing Cogliostro's head.

Spawn, his face armor on, screams and sends out his chains. They wrap around and dig into Violator's torso pulling him through the air and onto Violator's back.

Violator screeches and tries to buck Spawn off his back. He hurls Cogliostro aside as Spawn holds onto Violator's articulated horn and pounds his neck with a bladed fist.

(CONTINUED)

88 CONTINUED: (7)

88

Violator gets a hand on Spawn's chains and throws him into the far wall.

Spawn struggles up as Violator grabs him with his huge talons and smashes him into the ceiling.

Cogliostro struggles to reach his broken blade.

Violator pulls Spawn down towards his fearsome mouth. His jaw drops with a bone cracking shudder.

Cogliostro pulls his broken blade from the floor and hurls it toward Violator. Violator turns just in time to see it impale him in the neck with a tremendous burst of green energy.

Violator screeches, drops Spawn, and grabs at the blade with his good arm. He staggers across the room and falls into the flaming portal, disappearing in a flash of flame.

Spawn gives Cogliostro a respectful nod, then walks towards Wanda.

Spawn bends down to Wanda, his face armor retracted. He unties her from the chair. She gazes up at him through a fog of semi-consciousness, terrified at first but then calm.

WANDA

Do I know you?

SPAWN

(a beat)

You used to.

Spawn carries Wanda into the bedroom.

89 INT. WANDA'S HOUSE - MASTER BEDROOM - NIGHT

89

Spawn carries Wanda over to Terry and Cyan and rips off their bonds. Wanda falls into Terry's arms. They hold each other tightly, both of them in tears, so happy to be back together again.

WANDA

Oh god, Terry.

TERRY

It's over baby.

Spawn watches Wanda and Terry cling to one another. Feels a profound sadness and forces himself to turn away. Cyan reaches out and grabs Spawn's hand. Her innocent smile is heaven-sent.

(CONTINUED)

89 CONTINUED:

89

CYAN

I knew you'd save us.

Spawn smiles sadly. Wanda pulls Cyan into a hug with Terry. The small family embraces through fear and relief. The end of a nightmare.

Spawn moves away from them with his back purposely turned. Each step takes him out of their world. It's an emotionally agonizing moment for him.

90 INT. WANDA'S HOUSE - HELL LIVING ROOM - NIGHT

90

Spawn walks past Wynn, wounded and slouched against the wall. Spawn stops and glowers at Wynn. Spawn gets a look of rage on his face and suddenly smashes his spiked foot within an inch of Wynn's face. Wynn screams in fear. Spawn just grunts in disdain.

Spawn steps over to where Cogliostro is slumped against the wall, and collapses next to him.

Spawn watches Terry, Wanda, and Cyan huddled together. The life he could've had.

SPAWN

There's no place for me here.

Cogliostro relaxes for the first time and almost smiles at Spawn.

COGLIOSTRO

Maybe you're the one after all.

SPAWN

The one what?

COGLIOSTRO

(groans in pain)

I'm old and worn out... I've been fighting this war far too long... it's time for someone to take my place...

Cogliostro gives Spawn a questioning look.

SPAWN

(realizes)

You've been checking me out from the start?

Spawn eyes Cogliostro in a new light.

(CONTINUED)

SPAWN

What if I'd sided with Clown?

COGLIOSTRO

(matter-of-fact)

I would've killed you.

SPAWN

(laughs, a beat)

I finally decide to stop fighting... and
I end up in the biggest fight of them
all.

Spawn shakes his head and smiles. Spawn and Cogliostro
exchange glances, soldier to soldier.

Spaz enters the room limping. The small dog looks as
battered and bedraggled as his master. Zack follows Spaz
into the room. Spawn looks up and beams.

SPAWN

Spaz!

Spaz limps over to Spawn and climbs into his lap. Spawn pets
him gently. Spaz licks Spawn's chin with affection. Both
are damn glad to see each other.

ZACK

I tried to get him to a vet, but he
wouldn't stay put.

Zack sits down next to Spawn.

SPAWN

Thanks, kid.

Cyan walks towards Spawn, her eyes locked on him with a
preternatural fascination.

Spawn glances up and sees the little girl grow near. His
eyes find hers and, for the first time, each looks deeper
into the other.

Realization slices across Spawn's soul as Cyan's mouth forms
the word that becomes a horrified scream.

CYAN

DADDY!!!

Terry spins when he hears Cyan's scream. The little girl's
eyes stare at the wall behind Spawn as its vertebral
architecture molds outward and comes to life. Fanged multi-
mandibles and talons stretch out and around Spawn. Violator
screeches with grotesque laughter.

(CONTINUED)

Violator wraps his talons around Spawn's torso. Zack backpedals out of the way.

Spawn thrashes and screams in agony as the talons crush him. Cogliostro slides back.

COGLIOSTRO

(to Spawn)

Use your armor!

Violator's mouth opens and his massive lower jaw drops with a bone cracking shudder, ready to deliver the decapitating bite as he lifts Spawn into his maw.

Spawn relaxes, concentrates, and visualizes the way Cogliostro taught him. His eyes blaze as his face armor rises around his head and unleashes a vicious barrage of lances from his armored skull. Violator screams as the lances pierce his upper and lower jaws locking his mouth open.

Violator loosens his grip in surprise as Spawn's chest chains push out between Violator's talons. They lash out and wrap tightly around Violator's neck. Razor-sharp barbed hooks pop out of each link of chain. The chains tighten, digging the barbed hooks deep into Violator's neck. Violator grimaces, his eyes grow wide -- he senses what's coming and audibly swallows.

SPAWN

Give my regards to your boss. Tell him... he's next.

Spawn head lances retract as he whips his chain-hooks around Violator's neck like a chainsaw. Violator's body relaxes, releasing Spawn, as his head is sliced off.

Violator's skull screams as it falls and hits the floor with a tremendous thud. It transforms back into Clown's head and rolls still. Violator's body collapses into a pile of black goo.

The portal's hellfire roars and screams. The whole house shudders as all the hellish elements, including the remains of Clown/Violator, are sucked into the portal with a tremendous flash. The house returns to its normal form, except for all the destruction the fighting has left behind.

91 INT. WANDA'S HOUSE - LIVING ROOM - NIGHT

91

CYAN
(a beat)
Cool.

Spawn, face armor retracted, turns to Cogliostro.

SPAWN
Not bad for a deadman.

COGLIOSTRO
(a beat, shrugs)
Beginner's luck.

Cogliostro smiles. Spawn smiles. A budding friendship starts to take shape.

92 EXT. RIDGE - NIGHT

92

Spawn and Wanda stand under a tree. Cyan stands between Wanda's legs. Zack and Spaz stand off to the side watching the police and news vans on the street below. Cogliostro sits higher on the ridge keeping a watchful eye on everything.

Wanda's eyes betray conflicting emotions.

WANDA
What I've been feeling... it's all true,
isn't it? Somehow... you're Al...

Wanda steps cautiously forward to Spawn. Both of their eyes filled with tears.

SPAWN
Wanda...

It takes every ounce of strength for Spawn to turn away. His emotions are stripped raw.

WANDA
I never stopped loving you.

SPAWN
(a beat, turns, close)
Al Simmons is gone... whoever... whatever
I am now, belongs somewhere else... not
here.

Tears run down Wanda's cheeks. She knows he's right... still, all the old pain and loss comes flooding back.

(CONTINUED)

SPAWN

Besides, there's this creep named
Malebolgia who needs some of my
attention.

(to Cyan)

After that, I'll come back.

CYAN

(beams)

You better.

WANDA

I always knew I'd have to give you up.

Wanda folds herself into Spawn's arms. They stay like this
for a long, heartfelt moment.

WANDA

I used to worry about your soul, Al...
I'm glad I was wrong.

They finally draw apart and Spawn bends down to Cyan's level.
His armor releases the locket and he hands it to Cyan.

SPAWN

Hold on to this for me.

CYAN

What is it?

SPAWN

The last piece of who I was... keep it
safe.

Cyan throws her arms around Spawn and hugs him tight.

CYAN

I promise.

Spawn lets go of Cyan, rises, and struggles with naked
emotions. His family stands before him... slowly, painfully,
he turns and walks away, up towards Cogliostro. Spaz follows
behind him as Wanda and Cyan make their way back home.

Zack watches expectantly for a long lonely beat, then turns
and kicks the dirt and starts to follow Wanda and Cyan.
Spawn glances back.

SPAWN

Hey kid.

The boy stops and turns, hopeful.

(CONTINUED)

SPAWN

You've got some explaining to do.

ZACK

(a beat)

I do?

SPAWN

Yeah, like what took you so long?

Zack runs up to Spawn with a big grin on his face. Spawn smiles as they turn to go. Spaz follows them as they join Cogliostro.

93 EXT. WANDA'S HOUSE - DRIVEWAY - NIGHT

93

Police vehicles fill the street along with news vans and spectating residents. Officers cordon off the area. Wynn is limping as he is taken away by lead officer, Sam Burke and his partner, Twitch Williams.

Two black Suburbans push through to the curb. A group of grey suited men and women climb down from the vehicles, A-6 INTERNAL SECURITY AGENTS. The A-6 Agents rush over to Wynn.

A-6 AGENT

(presents a federal warrant to
lead officer)

We're taking charge of him.

Sam Burke looks at the warrant with some disdain, and his partner, Twitch Williams, agrees with the assessment. Burke nods and Wynn is quickly taken by the A-6 agents over to the Suburbans.

Terry stands on the front lawn talking on camera to Nathan Ford as Wanda and Cyan join him. Other media are there as well.

A-6 AGENT

(shouting over the press)

Fitzgerald.

Everyone stops as Terry turns to the agent.

A-6 AGENT

Do you know what you're doing?

TERRY

Yeah... something I should have done a long time ago.

(CONTINUED)

93 CONTINUED:

93

Terry turns and hugs Wanda tight.

94 EXT. ALLEY - NIGHT

94

Zack is playing with Spaz in the alley as Cogliostro looks on. We hear a sound like flapping wings and they look at each other then up towards the rooftop. The camera booms all the way up the alley wall.

95 EXT. ROOFTOP - NIGHT

95

We follow a rat as it runs across the decrepit roof to the base of the cross. The rat looks up at the sound of flapping wings.

The camera pulls back revealing the living folds of Spawn's cape. They move and twist as if alive. The camera continues pulling back to reveal Spawn perched on the cross, alone, with his long cape moving and twisting, stretched out before him, the full moon illuminating the city below, as he contemplates the strange fate that has befallen him.

We hear a crash from the chaos of the city below as Spawn's armored face turns slowly to camera, green eyes ablaze. We dissolve to the flaming Spawn symbol.

FADE OUT.

THE END